

FOX SHELDON J
Form 4
August 17, 2018

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
FOX SHELDON J

(Last) (First) (Middle)

HARRIS CORPORATION, 1025
WEST NASA BOULEVARD

(Street)

MELBOURNE, FL 32919

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
HARRIS CORP /DE/ [HRS]

3. Date of Earliest Transaction
(Month/Day/Year)
08/15/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

SVP, Operations and IT

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, Par Value \$1.00 | 08/15/2018 | | M ⁽¹⁾ | | 45,800 | A | \$ 46.53 95,447.79 |
| Common Stock, Par Value \$1.00 | 08/15/2018 | | S ⁽¹⁾ | | 35,100 | D | \$ 162.96 60,347.79 |
| Common Stock, Par Value \$1.00 | 08/15/2018 | | S ⁽¹⁾ | | 10,700 | D | \$ 163.68 49,647.79 ⁽⁴⁾ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Non-Qualified Stock Option (Right to Buy) | \$ 46.53 | 08/15/2018 | | M ⁽¹⁾ | 45,800 | 08/24/2015 08/24/2022 | Common Stock, Par Value \$1.00 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FOX SHELDON J HARRIS CORPORATION 1025 WEST NASA BOULEVARD MELBOURNE, FL 32919 | | | SVP, Operations and IT | |

Signatures

/s/ Sheldon J.
Fox
08/17/2018
Date
**Signature of Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The exercise of an option and sale of the underlying 45,800 shares as reported on this Form 4 were executed pursuant to a sale plan adopted by the reporting person on May 15, 2018, pursuant to Rule 10b5-1 under the Securities Exchange Act of 1934.
- The 35,100 shares were sold at a weighted average sale price of \$162.96. The prices actually received ranged from \$162.41 to \$163.40.
- (2) The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.

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The 10,700 shares were sold at a weighted average sale price of \$163.68. The prices actually received ranged from \$163.41 to \$164.16.

- (3) The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.

Aggregate of 49,647.79 shares listed in Column 5 of Table I includes: (a) 27.07 shares acquired through the Harris Corporation 401(k)

- (4) Retirement Plan ("Plan") from 4/11/18 through 5/31/18; (b) 155.08 shares acquired through a broker dividend reinvestment plan on 6/15/18; and (c) a reduction of 4.00 shares due to rounding of previous reports by the Plan's recordkeeper.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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