

GHAI RAHUL
Form 4
August 29, 2017

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 *
GHAI RAHUL

(Last) (First) (Middle)
HARRIS CORPORATION, 1025 W. 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)
08/25/2017

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)
Sr. VP & Chief Financial Off.

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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

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SEC 1474 (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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Performance Stock Units	\$ 0 ⁽¹⁾	08/25/2017	A	5,839					<u>(1)</u>	<u>(1)</u>	Common Stock, Par Value \$1.00
Restricted Stock Units	\$ 0 ⁽²⁾	08/25/2017	A	2,920					<u>(2)</u>	<u>(2)</u>	Common Stock, Par Value \$1.00
Non-Qualified Stock Option (Right to Buy)	\$ 119.66	08/25/2017	A	18,776					08/25/2020 ⁽³⁾	08/25/2027	Common Stock, Par Value \$1.00

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GHAI RAHUL HARRIS CORPORATION 1025 W. NASA BOULEVARD MELBOURNE, FL 32919			Sr. VP & Chief Financial Off.	

Signatures

By: /s/ Scott T. Mikuen, Attorney-in-Fact, For: Rahul Ghai
Date: 08/29/2017

**Signature of Reporting Person

Date

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) Each performance stock unit represents a contingent right to one share of the Issuer's common stock. Performance stock units are subject to future adjustment; performance period started 7/1/17. The 5,839 performance stock units will vest on 7/3/20. Vested shares are subject to future adjustment and will be delivered to the reporting person within two and one-half months of vesting.
- (2) Each restricted stock unit represents a contingent right to one share of the Issuer's common stock. Restricted stock units are subject to future vesting. The 2,920 restricted stock units vest on 8/25/20.
- (3) Of the 18,776 options granted on this 8/25/17 stock option, 6,259 options become exercisable on 8/25/18, an additional 6,259 options become exercisable on 8/25/19, and the remaining 6,258 options become exercisable on 8/25/20.

Remarks:

Exhibit List:

Exhibit 24 - Power of Attorney

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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