

MEHNERT DANA A
Form 4
August 29, 2017

FORM 4

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

OMB APPROVAL

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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 *
MEHNERT DANA A

(Last) (First) (Middle)
400 INITIATIVE DRIVE
(Street)

ROCHESTER, NY 14620

(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)
SVP, Chief Global Bus Dev 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 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 | | |
| Common Stock, Par Value \$1.00 | 08/25/2017 | | M | | 6,700 ⁽¹⁾ | A | \$ 0 77,433.91 D |
| Common Stock, Par Value \$1.00 | 08/25/2017 | | A | | 858 ⁽²⁾ | A | \$ 0 78,291.91 D |
| Common Stock, Par Value \$1.00 | 08/25/2017 | | F | | 3,898 ⁽³⁾ | D | \$ 119.66 74,393.91 ⁽⁴⁾ D |

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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 Underlying (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Performance Stock Units | \$ 0 ⁽¹⁾ | 08/25/2017 | | M | 6,700 | ⁽¹⁾ ⁽¹⁾ | Common Stock, Par Value \$1.00 |
| Performance Stock Units | \$ 0 ⁽⁵⁾ | 08/25/2017 | | A | 5,165 | ⁽⁵⁾ ⁽⁵⁾ | Common Stock, Par Value \$1.00 |
| Restricted Stock Units | \$ 0 ⁽⁶⁾ | 08/25/2017 | | A | 2,583 | ⁽⁶⁾ ⁽⁶⁾ | Common Stock, Par Value \$1.00 |
| Non-Qualified Stock Option (Right to Buy) | \$ 119.66 | 08/25/2017 | | A | 16,609 | 08/25/2020 ⁽⁷⁾ 08/25/2027 | Common Stock, Par Value \$1.00 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MEHNERT DANA A 400 INITIATIVE DRIVE ROCHESTER, NY 14620 | | | SVP, Chief Global Bus Dev Off | |

Signatures

By: /s/ Scott T. Mikuen, Attorney-in-Fact, For: Dana A. Mehnert

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) This transaction represents the settlement of vested performance stock units in shares of common stock. These were performance stock units granted on 8/22/14 that vested on 6/30/17 and were paid in shares of common stock on 8/25/17. Each performance stock unit represents a contingent right to one share of the Issuer's common stock. The performance stock unit grant was previously reported.

(2) Increase in vested performance stock units granted 8/22/14 based upon performance stock unit payout formula resulting in an additional payment in shares of common stock on 8/25/17.

(3) Shares withheld by company to pay tax liability on vesting of performance stock units previously awarded.

(4) Aggregate of 74,393.91 shares listed in Column 5 of Table I includes: (a) 44.95 shares acquired through dividend reinvestment in the Harris Corporation 401(k) Retirement Plan ("Plan") from 3/10/17 through 5/31/17 and (b) a reduction of 1.17 shares due to rounding of previous reports by the Plan's record keeper.

(5) 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 5,165 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.

(6) 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 2,583 restricted stock units vest on 8/25/20.

(7) Of the 16,609 options granted on this 8/25/17 stock option, 5,537 options become exercisable on 8/25/18, an additional 5,536 options become exercisable on 8/25/19, and the remaining 5,536 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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