

HARRIS CORP /DE/
Form 11-K
November 12, 2009

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 11-K**

(Mark One)

**ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934**

For the fiscal year ended July 3, 2009

OR

**TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934**

For the transition period from _____ to _____

Commission file number 1-3863

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

Harris Corporation Retirement Plan

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

Harris Corporation
1025 West NASA Blvd.
Melbourne, Florida 32919

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**HARRIS CORPORATION
RETIREMENT PLAN
Audited Financial Statements and Supplemental Schedule
July 3, 2009 and June 27, 2008 and
for the Fiscal Year Ended July 3, 2009**

HARRIS CORPORATION RETIREMENT PLAN

July 3, 2009 and June 27, 2008

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Participants and the Harris Corporation Employee Benefits Committee
Harris Corporation Retirement Plan

We have audited the accompanying statements of net assets available for benefits of Harris Corporation Retirement Plan as of July 3, 2009 and June 27, 2008, and the related statement of changes in net assets available for benefits for the year ended July 3, 2009. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. We were not engaged to perform an audit of the Plan's internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan at July 3, 2009 and June 27, 2008, and the changes in its net assets available for benefits for the year ended July 3, 2009, in conformity with U.S. generally accepted accounting principles.

Our audits were performed for the purpose of forming an opinion on the financial statements taken as a whole. The accompanying supplemental schedule of assets (held at end of year) as of July 3, 2009 is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in our audits of the financial statements and, in our opinion, is fairly stated in all material respects in relation to the financial statements taken as a whole.

/s/ Ernst & Young LLP
Independent Certified Public Accountants

Jacksonville, Florida
November 12, 2009

Table of Contents**HARRIS CORPORATION RETIREMENT PLAN**

Statements of Net Assets Available for Benefits at July 3, 2009 and June 27, 2008

| | July 3, 2009 | June 27, 2008 |
|------------------------------------------------------------------------------------------------|-------------------------|-------------------------|
| ASSETS | | |
| Investments at fair value: | | |
| Interest bearing cash | \$ 5,317,038 | \$ 8,453,397 |
| Preferred stocks | 589,225 | 3,064,877 |
| Common stocks | 375,924,133 | 568,219,296 |
| Registered investment companies | 293,674,583 | 312,401,934 |
| Common/collective trust funds | 1,278,465,558 | 1,655,664,075 |
| Synthetic guaranteed investment contract wrappers | 138,918 | 379,413 |
| Corporate bonds and debentures | 44,490,995 | 360,989 |
| Municipal and provincial bonds | 840,514 | |
| Foreign bonds | 4,214,604 | |
| U.S. Government securities | 132,842,712 | |
| Participant loans | 36,636,578 | 33,500,965 |
| Total investments at fair value | 2,173,134,858 | 2,582,044,946 |
| Receivables: | | |
| Contributions receivable: | | |
| Employer | 1,050,389 | 8,285,010 |
| Participants | 8,484,687 | 5,344,500 |
| Accrued interest and dividends | 2,087,647 | 48,556 |
| Due from broker for securities sold | 12,375,906 | 1,280,612 |
| Total receivables | 23,998,629 | 14,958,678 |
| Total assets | 2,197,133,487 | 2,597,003,624 |
| LIABILITIES | | |
| Accrued expenses | 338,572 | 508,472 |
| Due to broker for securities purchased | 23,751,743 | 793,347 |
| Total liabilities | 24,090,315 | 1,301,819 |
| Net assets available for benefits at fair value | 2,173,043,172 | 2,595,701,805 |
| Adjustment from fair value to contract value for fully benefit-responsive investment contracts | 26,928,225 | 14,407,298 |
| Net assets available for benefits | \$ 2,199,971,397 | \$ 2,610,109,103 |

The accompanying notes are an integral part of these financial statements.

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Table of Contents**HARRIS CORPORATION RETIREMENT PLAN**Statement of Changes in Net Assets Available for Benefits
for the Fiscal Year Ended July 3, 2009

| | July 3, 2009 |
|--------------------------------------------------|--------------------|
| Additions to net assets attributed to: | |
| Investment income: | |
| Interest | \$ 5,974,597 |
| Dividends | 10,783,032 |
| Total | 16,757,629 |
| Contributions: | |
| Participant rollovers | 5,576,707 |
| Employer matching | 50,224,451 |
| Participants | 98,574,419 |
| Total contributions | 154,375,577 |
| Total additions | 171,133,206 |
| Deductions from net assets attributed to: | |
| Net depreciation in fair value of investments | 406,260,005 |
| Benefits paid to participants | 172,020,049 |
| Administrative expenses | 2,990,858 |
| Total deductions | 581,270,912 |
| Net decrease | 410,137,706 |
| Net assets available for benefits: | |
| Beginning of fiscal year | 2,610,109,103 |
| End of fiscal year | \$ 2,199,971,397 |

The accompanying notes are an integral part of these financial statements.

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Notes to the Financial Statements

July 3, 2009 and June 27, 2008

NOTE 1 DESCRIPTION OF PLAN

The following description of the Harris Corporation Retirement Plan (the Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

- A. **General** The Plan is a defined contribution plan with a 401(k) feature covering substantially all eligible employees of Harris Corporation and certain of its subsidiaries (collectively, the Company or Employer) as defined in the Plan document. The Plan Administrator is the Harris Corporation Employee Benefits Committee comprised of persons appointed by Harris Corporation. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).
- B. **Contributions** Participants may contribute a percentage of both pre-tax and after-tax eligible compensation, as defined in the Plan document and subject to Internal Revenue Code (the Code) limitations. After-tax contributions may be made either on a regular after-tax basis or on a designated Roth after-tax basis. Participants age 50 and older by the end of the calendar year can contribute an additional amount above the annual pre-tax limitation, as defined in the Plan document and subject to Code limitations. The Company matches up to 50% or 100% (depending on business unit) of pre-tax and after-tax contributions subject to a limit of 4% or 6% (depending on business unit) of eligible compensation for any eligible employee who has completed the Plan's service requirement (either six months or one year, depending on business unit). Full-time regular participants who make no election with respect to their contribution percentage are deemed to have elected deferment of 6% of eligible compensation on a pre-tax basis. The Company may make discretionary profit sharing contributions to the Plan in an amount determined by the Company, allocated to eligible participants based on compensation as defined in the Plan document. With respect to the fiscal year ended July 3, 2009, no profit sharing contributions were made; instead, the Company's cash-based Performance Reward Plan permitted each participant eligible for such plan to elect a special, unmatched pre-tax contribution to the Plan of 0%, 50% or 100% of the amount, if any, otherwise payable to the participant by the Company in cash under the Performance Reward Plan, subject to Code limitations. In addition, participants may rollover amounts to the Plan from other qualified plans.
- C. **Payments of Benefits** Prior to termination of employment, a participant may withdraw all or any portion of his or her regular after-tax account balance or rollover balance. A participant may also receive a distribution while employed for financial hardship, as defined in the Plan document, upon attainment of age 59½ or in certain cases, in connection with active military duty. Upon retirement or other termination of employment, a participant may elect to receive either a lump-sum amount equal to all or a portion of the participant's vested interest in his or her account, or installments over a future period.
- D. **Participant Loans** The loan program permits participants to borrow against their pre-tax, regular after-tax, designated Roth after-tax and rollover contributions. A participant may borrow in increments of \$100 from a minimum of \$500 to a maximum of 50% of the vested portion of the participant's account or \$50,000 whichever is lower, within certain limitations established by the Plan document. Payback periods range from one to five years unless the loan is to be used for the purchase of a principal residence, in which case the payback period may not exceed ten years. Interest rates are established by the Company based on market rates. Loans are paid back ratably through payroll deductions (or, if the participant is not receiving paychecks, then they are paid back by personal, certified or cashier's check, money order or electronic transfer). The outstanding loans have been established as a separate fund.
- E. **Participant Accounts** Each participant's account is credited with the participant's contribution, including the contribution, if any, in respect of the participant's election under the Company's cash-based Performance Reward Plan, and allocations of (a) the Company's matching contribution, (b) the Company's discretionary profit sharing

contribution, if any, and (c) Plan earnings, and is charged with an allocation of Plan losses and administrative expenses. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

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Notes to the Financial Statements (continued)

July 3, 2009 and June 27, 2008

NOTE 1 DESCRIPTION OF PLAN (CONTINUED)

F. **Vesting** Participants are immediately vested in their pre-tax, regular after-tax, designated Roth after-tax and rollover contributions plus earnings thereon. Vesting in the Employer matching and any profit sharing contributions, plus earnings thereon, is based on years of service, as defined in the Plan document. A participant is 100% vested after four years of credited service, based on the following schedule:

| Years of Service | Vesting Percentage |
|------------------|--------------------|
| Less than 1 year | 0% |
| 1 year | 25% |
| 2 years | 50% |
| 3 years | 75% |
| 4 years | 100% |

However, certain vesting schedules applicable to assets merged into the Plan have been preserved, as legally required, and may result in the vesting of Employer contributions more quickly than described above.

A participant also becomes 100% vested in Employer contributions upon his or her termination of employment after attaining age 55 or on account of his or her death or disability.

G. **Forfeitures** A terminated participant who is not 100% vested will forfeit the non-vested portion of the Company's contributions unless the participant returns to employment within five years. The forfeited contributions are used first, to restore the accounts of recently located missing participants, as defined in the Plan document; next, to restore the accounts of participants who are reemployed prior to incurring a break in service of five consecutive years; next, to fund any matching or profit sharing contributions to be allocated to participants who are reemployed after a period of qualified military service, as defined in the Plan document; and finally, to reduce future contributions to the Plan by the Company. Forfeited amounts included in Plan assets at July 3, 2009 and June 27, 2008 were \$406,710 and \$315,913, respectively. For the fiscal years ended July 3, 2009 and June 27, 2008, Employer contributions were reduced by \$573,127 and \$1,600,000, respectively, from forfeited non-vested accounts.

H. **Plan Termination** Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

I. **Investment Options** Upon enrollment into the Plan, a participant may direct Employer and participant contributions into any of several investment options, including the Harris Stock Fund. A participant may transfer amounts from other investment options into the Harris Stock Fund, provided that no transfer shall cause more than 20% of a participant's account to be invested in the Harris Stock Fund. The investment options are fully described in the Employer Summary Plan Description, which is available to all participants. In the event no investment option is selected by the participant, the default investment option for contributions is the LifeCycle Fund that is age-appropriate for the participant. Elections to change funds can be made daily; however, amounts in the Stable Value Fund cannot be transferred directly to the Money Market Fund. Investments are also governed by other limitations described in the Plan document and the Employer Summary Plan Description.

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HARRIS CORPORATION RETIREMENT PLAN

Notes to Financial Statements (continued)

July 3, 2009 and June 27, 2008

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting The accounting records of the Plan are maintained on the accrual basis. Certain prior year data have been reclassified to conform to the fiscal 2009 presentation.

Recent Accounting Pronouncement In April 2009, the Financial Accounting Standards Board (FASB) issued a Staff Position (FSP FAS 157-4) that was intended to provide additional application guidance and enhance disclosures about fair value measurements. FSP FAS 157-4 clarifies the objective and method of fair value measurement even when there has been a significant decrease in market activity for the asset being measured. FSP FAS 157-4 is effective for financial statements issued for periods ending after June 15, 2009. The Plan adopted FSP FAS 157-4 as of June 28, 2008 for fiscal 2009 subsequent to the end of the Plan s fiscal 2008 on June 27, 2008. The Plan s financial statements were not materially impacted by FSP FAS 157-4.

Valuation of Investments The Plan s investments are stated at fair value. Quoted market prices are used, when available, to value investments. Investments for which quoted market values are not available are stated at fair values as reported by the trustee or investee company. Participant loans are valued at their outstanding balances, which approximate fair value. See Note 7 Financial Instruments below for further information on the valuation of investments.

Synthetic Guaranteed Investment Contracts During fiscal 2009 and fiscal 2008, the Plan held synthetic guaranteed investment contracts (synthetic GICs) in its Stable Value Fund (the Fund). A corresponding contract wrapper with the issuer of the synthetic GICs was also held in order to provide a variable rate of return on the cost of the investment. The fair value of the synthetic GICs was determined using a discounted cash flow method or quoted market value of underlying investments. The fair value of the contract wrappers was based on the present value of the difference between the current fee and fee re-bids provided by the issuers and was \$138,918 and \$379,413 at July 3, 2009 and June 27, 2008, respectively. The Plan values all investments at fair value. See Note 7 Financial Instruments for further discussion of fair value measurements.

The interest crediting rate of synthetic GICs is based on the contract value, and the fair value, duration and yield to maturity of the portfolio of bonds underlying the synthetic GICs. The interest crediting rate is reset quarterly. The minimum crediting rate is zero percent.

The interest crediting rate reset allows the contract value to converge with the fair value of the underlying portfolio over time, assuming the portfolio continues to earn the current yield for a period of time equal to the current portfolio duration.

The primary variables impacting the future interest crediting rates of synthetic GICs include the current yield of the assets underlying the contract, the duration of the assets underlying the contract and the existing difference between the fair value and contract value of the assets within the contract.

The investments in synthetic GICs are presented at fair value on the Statements of Net Assets Available for Benefits. To the extent that the underlying portfolio of a synthetic GIC has unrealized and/or realized losses, a positive adjustment is made to the adjustment from fair value to contract value under contract value accounting. As a result, the future interest crediting rate may be lower over time than the then-current market rates. Similarly, if the underlying portfolio generates unrealized and/or realized gains, a negative adjustment is made to the adjustment from fair value to contract value, and the future interest crediting rate may be higher than the then-current market rates. The adjustments ensure that ending net assets available for benefits are recorded at contract value and reflect the unrealized and/or realized gains and losses on the underlying portfolio of synthetic GICs.

Synthetic GICs generally provide for withdrawals associated with certain events which are not in the ordinary course of Plan operations. These withdrawals are paid with a market value adjustment applied to the withdrawal as defined in the investment contract. Each contract issuer specifies the events which may trigger a market value adjustment. Such events include but are not limited to the following: material amendments to the Plan or in the administration of the Fund; changes to the Plan s competing investment options including the elimination of equity wash provisions; complete or partial termination of the Plan; the failure of the Plan to qualify for exemption from federal income taxes

or any required prohibited transaction exemption under ERISA; the redemption of all or a portion of the interests in the Fund held by the Plan at the direction of the Plan sponsor, including withdrawals due to the removal of a specifically identifiable group of employees from coverage under the Plan (such as a group layoff or early retirement incentive program), the closing or sale of a subsidiary, employing unit or affiliate, the bankruptcy or insolvency of the Plan sponsor, the merger of the Plan with another plan, or the Plan sponsor's establishment of another tax qualified defined contribution plan; any change in law, regulation, ruling, administrative or judicial position or accounting requirement, applicable to the Fund or the Plan; or the delivery of any communication to Plan participants designed to influence a participant not to invest in the Fund.

At this time, the Plan does not believe that the occurrence of any such market value adjustment-triggering event, which would limit the Plan's ability to transact at contract value with participants, is probable.

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Notes to Financial Statements (continued)

July 3, 2009 and June 27, 2008

If the Plan defaults in its obligations under any synthetic GIC (including the issuer's determination that the agreement constitutes a non-exempt prohibited transaction as defined under ERISA), and such default is not corrected within the time permitted by the contract, then the contract may be terminated by the issuer and the Plan will receive the fair value of the underlying investments as of the date of termination. With the exception of this circumstance, termination of the contract by the issuer would be settled at contract value.

The average yield based on actual earnings was approximately 4.49% at July 3, 2009 and 5.28% at June 27, 2008. The average yield based on interest rate credited to participants was approximately 2.61% at July 3, 2009 and 4.79% at June 27, 2008.

Use of Estimates The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires the Plan Administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Administrative Expenses Unless otherwise elected by Harris Corporation, all reasonable charges and expenses incurred in connection with the administration of the Plan are paid by the Trustee from the assets of the trust.

NOTE 3 INVESTMENTS

During the fiscal year ended July 3, 2009, the Plan's investments (including investments bought, sold and held during the fiscal year) depreciated in value as follows:

| | July 3, 2009 |
|---------------------------------------------------------------------------|---------------------|
| Net depreciation in fair value as determined by quoted market prices: | |
| Preferred stocks | \$ 116,621 |
| Common stocks | (179,970,564) |
| Registered investment companies | (50,203,452) |
| Corporate bonds and debentures | 2,079,377 |
| Municipal and provincial bonds | (11,164) |
| Foreign bonds | 25,112 |
| U.S. Government securities | (212,531) |
| | (228,176,601) |
| Net depreciation in fair value as determined by investee company/trustee: | |
| Common/collective trust funds | (178,083,404) |
| | (178,083,404) |
| Total net depreciation in fair value | \$ (406,260,005) |

The fair value of individual investments that represent 5% or more of Plan net assets at July 3, 2009 and June 27, 2008 is as follows:

| | July 3, 2009 | June 27, 2008 |
|-------------------------------------------------------------|-----------------|------------------|
| MFB NTGI-QM Collective Daily Russell 1000 Equity Index Fund | \$ 140,768,383 | \$ 251,003,015 |
| MFB NTGI-QM Collective Daily S&P500 Equity Index Fund | * | 230,213,288 |
| MFO Bank of New York Collective TR Aggregate Index Fund | | 247,919,593 |

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| | | |
|-----------------------------------------------------------------------------|-------------|-------------|
| MFO Columbia FDS SER TR Intl. Fund | | 189,658,204 |
| MFO Prin Global Invs COLTV Invt TR Diversified Intl Eqty FD 50 BP Fee CL | 130,518,412 | |
| Galliard Capital Management Wells Fargo Bank NA Fixed Income Fund A | 111,711,375 | 133,038,313 |
| Galliard Capital Management Wells Fargo Bank NA Fixed Income Fund D | 124,245,294 | |
| Galliard Capital Management Wells Fargo Bank NA Fixed Income Fund E | 111,368,009 | 151,430,213 |
| Galliard Capital Management Wells Fargo Bank NA Fixed Income Fund F | 271,924,287 | 242,687,071 |
| Harris Corporation common stock | * | 129,814,846 |

* Investment was below 5% of Plan net assets at fiscal year end.

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Notes to Financial Statements (continued)

July 3, 2009 and June 27, 2008

NOTE 4 RELATED-PARTY TRANSACTIONS

Certain Plan investments are shares of common stock of Harris Corporation and balances in a common/collective trust fund that are managed by Northern Trust. Harris Corporation is the Plan sponsor and Northern Trust is the Trustee and, therefore, these transactions qualify as exempt party-in-interest transactions.

Harris Corporation common stock is included with other common stock at July 3, 2009 and June 27, 2008 as follows:

| | July 3, 2009 | | June 27, 2008 | |
|---------------------------------|--------------|---------------|---------------|----------------|
| | Shares | Fair Value | Shares | Fair Value |
| Harris Corporation common stock | 2,526,121 | \$ 72,221,799 | 2,536,437 | \$ 129,814,846 |

Transactions in shares of the Company's common stock qualify as exempt party-in-interest transactions under the provisions of ERISA. During the fiscal year ended July 3, 2009, the Plan made purchases of \$13,610,124 and sales of \$14,579,929 of the Company's common stock.

At the start of trading on May 27, 2009, the Company completed the spin-off to its shareholders of all the shares of Harris Stratex Networks, Inc. (HSTX) common stock owned by the Company. The distribution of the approximately 55.8% of the outstanding shares of HSTX owned by the Company was made on May 27, 2009 to the Company's shareholders of record on May 13, 2009, the record date for the spin-off (the Record Date). The Plan account of each participant of the Plan with shares of Harris common stock credited to his or her Plan account was credited with 0.248418 of a share of HSTX Class A common stock for each share of Harris Corporation common stock credited to his or her Plan account at 5:30 p.m. Eastern Time on the Record Date. During the fiscal year ended July 3, 2009, the Plan received in connection with the spin-off 602,592 shares of HSTX Class A common stock with a value of \$5.26 per share at no cost to the Plan participants. All HSTX shares were subsequently sold and the \$3,142,564 in proceeds from the sale was credited to the respective participant accounts. There were no HSTX shares held by the Plan as of July 3, 2009.

NOTE 5 INCOME TAX STATUS

The Plan has received a determination letter from the Internal Revenue Service dated April 21, 2004, stating that the Plan is qualified under Section 401(a) of the Code and, therefore, the related trust is exempt from taxation. Subsequent to this determination by the Internal Revenue Service, the Plan has been amended and restated and further amended. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Plan sponsor has indicated that it will take the necessary steps, if any, to bring the Plan's operations in compliance with the Code.

NOTE 6 CREDIT RISKS AND UNCERTAINTIES

Cash amounts at the Trustee may exceed the federally insured limit from time to time. The Plan provides for investments in various investment securities, which, in general, are exposed to certain risks, such as interest rate, credit and overall market volatility risks. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term, and such changes could materially affect participant account balances and the amounts reported in the Statements of Net Assets Available for Benefits.

NOTE 7 FINANCIAL INSTRUMENTS

The Plan adopted FASB Statement of Financial Accounting Standards No. 157 Fair Value Measurements (SFAS 157) on June 28, 2008 for all financial assets and liabilities and nonfinancial assets and liabilities that are recognized or disclosed at fair value in the financial statements on a recurring basis (at least annually). SFAS 157 defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. SFAS 157 defines fair value as the price that would be received upon sale of an asset or paid upon transfer of a liability in an orderly transaction between market participants at the measurement date and in the principal or most advantageous market for that asset or liability. The fair value should be calculated based on assumptions that market

participants would use in pricing the asset or liability, not on assumptions specific to the entity. In addition, the fair value of liabilities should include consideration of nonperformance risk including the Plan's own credit risk. In addition to defining fair value, SFAS 157 expands the disclosure requirements around fair value and establishes a fair value hierarchy for valuation inputs. The hierarchy prioritizes the inputs into three levels based on the extent to which inputs used in measuring fair value are observable in the market. Each fair value measurement is reported in one of the three levels which is determined by the lowest level input that is significant to the fair value measurement in its entirety. These levels are:

Level 1 inputs are based upon unadjusted quoted prices for identical instruments traded in active markets.

Level 2 inputs are based upon quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, and model-based valuation techniques for which all significant assumptions are observable in the market or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 inputs are generally unobservable and typically reflect management's estimates of assumptions that market participants would use in pricing the asset or liability. The fair values are therefore determined using model-based techniques that include option pricing models, discounted cash flow models and similar techniques for which some or all significant assumptions are not observable.

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Notes to Financial Statements (continued)

July 3, 2009 and June 27, 2008

NOTE 7 FINANCIAL INSTRUMENTS (Continued)

The following section describes the valuation methodologies the Plan uses to measure financial assets at fair value. In general, and where applicable, the Plan uses quoted prices in active markets for identical assets to determine fair value. This pricing methodology applies to the Plan's Level 1 assets which include interest bearing cash, preferred stocks, common stocks, registered investment companies, U.S. Government securities, corporate bonds and debentures, municipal and provincial bonds and foreign bonds. If quoted prices in active markets for identical assets are not available to determine fair value, then the Plan uses quoted prices for similar assets or inputs other than the quoted prices that are observable either directly or indirectly. These assets are included in Level 2 and consist primarily of common/collective trust funds and synthetic guaranteed investment contract wrappers. Assets for which fair value is determined by management using assumptions that market participants would use in pricing assets are included in Level 3 and consist of loans to participants.

Assets Measured at Fair Value on a Recurring Basis

Assets measured at fair value on a recurring basis at July 3, 2009, are as follows:

| | Level 1 | Level 2 | Level 3 | Total |
|---------------------------------------------------|-----------------------|-------------------------|----------------------|-------------------------|
| Assets | | | | |
| Interest bearing cash | \$ 5,317,038 | \$ | \$ | \$ 5,317,038 |
| Preferred stocks | 589,225 | | | 589,225 |
| Common stocks | 375,924,133 | | | 375,924,133 |
| Registered investment companies | 293,674,583 | | | 293,674,583 |
| Common/collective trust funds | | 1,278,465,558 | | 1,278,465,558 |
| Synthetic guaranteed investment contract wrappers | | 138,918 | | 138,918 |
| Corporate bonds and debentures | 44,490,995 | | | 44,490,995 |
| Municipal and provincial bonds | 840,514 | | | 840,514 |
| Foreign bonds | 4,214,604 | | | 4,214,604 |
| U.S. Government securities | 132,842,712 | | | 132,842,712 |
| Participant loans | | | 36,636,578 | 36,636,578 |
| Total Assets Measured at Fair Value | \$ 857,893,804 | \$ 1,278,604,476 | \$ 36,636,578 | \$ 2,173,134,858 |

Table of Contents**HARRIS CORPORATION RETIREMENT PLAN**

Notes to Financial Statements (continued)

July 3, 2009 and June 27, 2008

NOTE 7 FINANCIAL INSTRUMENTS (Continued)

Summary of changes in the fair value of the Plan's level 3 assets for the fiscal year ended July 3, 2009:

| | Participant loans |
|--------------------------------------------|--------------------------|
| Balance as of June 27, 2008 | \$ 33,500,965 |
| Issuances, repayments and settlements, net | 3,135,613 |
| Balance as of July 3, 2009 | \$ 36,636,578 |

The fair value of participant loans is based on the collective face value of all participant loans outstanding at the end of the fiscal year, in accordance with the terms in the respective loan agreements.

NOTE 8 RECONCILIATION OF PLAN FINANCIAL STATEMENTS TO THE FORM 5500

Form 5500 requires the recording of a liability for benefit amounts processed prior to year-end but not yet paid and requires fully benefit-responsive contracts to be reported at fair value. These requirements conflict with accounting principles generally accepted in the United States and the presentation of such amounts in the financial statements where they remain as part of net assets available for benefits.

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 at July 3, 2009 and at June 27, 2008:

| | July 3, 2009 | June 27, 2008 |
|------------------------------------------------------------------------------------------------|------------------|------------------|
| Net assets available for benefits per the financial statements | \$ 2,199,971,397 | \$ 2,610,109,103 |
| Benefits due to participants | (133,366) | (251,175) |
| Adjustment to fair value from contract value for fully benefit-responsive investment contracts | (26,928,225) | (14,407,298) |
| Net assets available for benefits per the Form 5500 | \$ 2,172,909,806 | \$ 2,595,450,630 |

Table of Contents**HARRIS CORPORATION RETIREMENT PLAN**

Notes to Financial Statements (continued)

July 3, 2009 and June 27, 2008

NOTE 8 RECONCILIATION OF PLAN FINANCIAL STATEMENTS TO THE FORM 5500 (Continued)

The following is a reconciliation of benefits paid to participants per the financial statements to the Form 5500 for the year ended July 3, 2009:

| | |
|-------------------------------------------------------------------------------------------------|--------------------|
| Benefits paid to participants per the financial statements | \$ 172,020,049 |
| Add: benefits due but unpaid at July 3, 2009 | 133,366 |
| Less: benefits due but unpaid at June 27, 2008 | (251,175) |
| Total benefit payments, corrective distributions and deemed distributions per the Form 5500 | \$ 171,902,240 |

The following is a reconciliation of investment income per the financial statements to the Form 5500 for the fiscal year ended July 3, 2009:

| | |
|------------------------------------------------------------------------------------------------|----------------------|
| Net decreases in Plan assets per the financial statements | \$ (410,137,706) |
| Adjustment to fair value from contract value for fully benefit-responsive investment contracts | (12,520,927) |
| Benefits due but unpaid at July 3, 2009 | (133,366) |
| Benefits due but unpaid at June 27, 2008 | 251,175 |
| Net loss per the Form 5500 | \$ (422,540,824) |

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SUPPLEMENTAL INFORMATION
Harris Corporation Retirement Plan
E.I.N. 34-0276860
Plan Number 015
Schedule H, Line 4(i)
Schedule of Assets (Held at End of Year)
July 3, 2009

| (a) | (b) Identity of Issue, Borrower, Lessor, or Similar Party | (c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value <i>(In Shares/Par Value except Participant Loans)</i> | (d) Cost | (e) Current Value |
|-----|-----------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------|-------------------------|
| | Value of Interest in Preferred Stocks | | | |
| | ADR PETROLEO BRASILEIRO SA PETROBRAS NON VTG | 18500 | | \$ 589,225 |
| | Total Value of Interest in Preferred Stocks | | | \$ 589,225 |
| | Value of Interest in Interest Bearing Cash | | | |
| | Interest bearing cash | 5317038 | | \$5,317,038 |
| | Total Value of Interest in Interest Bearing Cash | | | \$5,317,038 |

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Schedule of Assets (Held at End of Year) (continued)
July 3, 2009

| (a) | (b) | (c) | (d) | (e) |
|-----|----------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------|------------------|
| | Identity of Issue, Borrower, Lessor, or Similar Party | Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value <i>(In Shares/Par Value except Participant Loans)</i> | Cost | Current Value |
| | Value of Interest in Common Stocks | | | |
| | 1ST HORIZON NATL CORP COM | 26930 | | \$ 302,963 |
| | 1ST NIAGARA FINL GROUP INC NEW COM | 35576 | | 400,942 |
| | 3M CO COM | 51300 | | 3,090,825 |
| | ABRAXIS BIOSCIENCE INC NEW COM | | | |
| | ACCENTURE | 3950 | | 142,911 |
| | ACCENTURE LTD BERMUDA CLASS A | | | |
| | MAND EXCH ACCENTURE PLC 2054139 9/1/09 | 37523 | | 1,243,512 |
| | ACI WORLDWIDE INC COM STK | 69388 | | 960,330 |
| | ADR ALLIED IRISH BKS P L C SPONSORED | | | |
| | ADRREPSTG ORD | 94100 | | 442,270 |
| | ADR ASML HOLDING NV NY REGISTERED | | | |
| | SHS | 35000 | | 772,450 |
| | ADR BP P L C SPONSORED ADR SPONSORED | | | |
| | ADR | 51256 | | 2,412,107 |
| | ADR MINDRAY MED INTL LTD SPONSORED | | | |
| | ADR REPSTG CL A | 28252 | | 774,105 |
| | ADR ROYAL DUTCH SHELL PLC | | | |
| | SPONSORED ADR REPSTG A SHS | 78000 | | 3,811,080 |
| | AFFILIATED MANAGERS GROUP INC COM | | | |
| | STK | 10777 | | 624,527 |
| | ALCOA INC COM STK | 69700 | | 687,242 |
| | ALLEGHANY CORP DEL COM | 1097 | | 284,123 |
| | ALLEGHENY TECHNOLOGIES INC COM | 19914 | | 677,474 |
| | ALLERGAN INC COM | 69900 | | 3,269,223 |
| | AMAZON COM INC COM | 60221 | | 4,776,730 |
| | AMER MOVIL SAB DE C V SPONSORED ADR | | | |
| | REPSTG SER L SHS | 38000 | | 1,464,520 |
| | AMERICAN EXPRESS CO | 151700 | | 3,378,359 |
| | AMERICAN TOWER CORP CL A | 48622 | | 1,506,310 |

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| | | |
|----------------------------|-------|-----------|
| AMGEN INC COM | 33400 | 1,719,098 |
| ANADARKO PETRO CORP COM | 41000 | 1,753,570 |
| ANALOG DEVICES INC COM | 72000 | 1,778,400 |
| ANHEUSER-BUSCH INBEV NV | 27300 | 1,041,649 |
| APPLE INC | 44300 | 6,202,886 |
| APPLIED MATERIALS INC COM | 57900 | 644,427 |
| ARCH CAPITAL GROUP COM STK | 10329 | 600,735 |

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Harris Corporation Retirement Plan
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Schedule of Assets (Held at End of Year) (continued)
July 3, 2009

| (a) | (b) | (c) | (d) | (e) |
|-----------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------|------|------------------|
| Identity of Issue, Borrower, Lessor, or Similar Party | Maturity Date, Rate of Interest, Collateral, Par or Maturity Value <i>(In Shares/Par Value except Participant Loans)</i> | Description of Investment Including | Cost | Current Value |
| | Value of Interest in Common Stocks | | | |
| ASSURANT INC COM | 24360 | | | 566,614 |
| AT&T INC COM | 162841 | | | 4,004,260 |
| ATMEL CORP COM ATMEL CORP COM | 120969 | | | 458,472 |
| AVERY DENNISON CORP COM | 43900 | | | 1,093,110 |
| BANK NEW YORK MELLON CORP COM STK | 95700 | | | 2,638,449 |
| BANK OF AMERICA CORP | 344164 | | | 4,350,233 |
| BAXTER INTL INC COM | 11300 | | | 600,595 |
| BED BATH BEYOND INC COM | 99900 | | | 2,963,034 |
| BJ SERVICES CO | 35100 | | | 449,631 |
| BLACK & DECKER CORP COM | 17500 | | | 494,025 |
| BLOCK H & R INC COM | 19500 | | | 329,355 |
| BOEING CO COM | 44600 | | | 1,821,018 |
| BORG WARNER INC COM | 19384 | | | 636,958 |
| BRISTOL MYERS SQUIBB CO COM | 81400 | | | 1,609,278 |
| BROADCOM CORP CL A | 95600 | | | 2,401,472 |
| BROADRIDGE FINL SOLUTIONS INC COM STK | 45432 | | | 740,541 |
| CABLEVISION NY GROUP CL A COM | 66600 | | | 1,230,768 |
| CALPINE CORP COM NEW STK | 46749 | | | 510,966 |
| CAP1 FNCL COM | 47700 | | | 991,683 |
| CAREER ED CORP COM | 41681 | | | 996,593 |
| CARTER INC FORMERLY CARTER HLDGS INC TO 09/13/2003 COM | 6328 | | | 146,683 |
| CBS CORP NEW CL B | 49150 | | | 323,898 |
| CELGENE CORP COM | 17800 | | | 831,794 |
| CENTERPOINT ENERGY INC COM | 13700 | | | 149,878 |
| CHIMERA INVT CORP COM STK | 106704 | | | 343,587 |
| CHEVRON CORP COM | 81478 | | | 5,248,813 |
| CHUBB CORP COM | 20400 | | | 791,928 |

| | | |
|----------------------------------------------------------|--------|-----------|
| CISCO SYSTEMS INC | 44000 | 814,000 |
| CME GROUP INC COM STK | 5000 | 1,507,250 |
| COINSTAR INC COM | 23815 | 617,285 |
| COMM BANCSHARES INC COM | 13918 | 438,834 |
| COMPASS MINERALS INTL INC COM | 11847 | 656,324 |
| COMPUTER SCI CORP COM | 40600 | 1,778,280 |
| COMVERSE TECHNOLOGY INC COM PAR \$0.10 COM PAR \$0.10 | 124004 | 1,060,234 |
| CONCHO RES INC COM STK | 25205 | 707,504 |
| CONOCOPHILLIPS COM | 16400 | 671,744 |
| CONSOL ENERGY INC COM | 19100 | 599,740 |
| CONSTELLATION ENERGY GROUP INC MARYLAND COM | 30800 | 806,652 |
| COOPER COS INC COM NEW | 9288 | 233,500 |
| COOPER INDUSTRIES INC COM | 34100 | 1,026,751 |
| CORNING INC COM | 17600 | 266,464 |
| CROWN CASTLE INTL CORP COM STK | 36900 | 900,360 |
| CVS CAREMARK CORP COM STK | 19100 | 593,437 |
| D R HORTON INC COM | 41900 | 381,290 |
| DANAHER CORP COM | 28076 | 1,673,891 |
| DEERE & CO COM | 48000 | 1,849,440 |

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|---------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------|------|------------------|------------------|
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| <i>(In Shares/Par Value except Participant Loans)</i> | | | | |
| Value of Interest in Common Stocks | | | | |
| DELL INC COM STK | 101800 | | 1,320,346 | |
| DENBURY RES INC HLDG CO COM NEW | 58786 | | 813,010 | |
| DU PONT E I DE NEMOURS & CO COM STK | 60800 | | 1,506,624 | |
| DUFF & PHELPS CORP NEW CL A COM STK | 16597 | | 292,937 | |
| DUKE ENERGY CORP NEW COM STK | 95700 | | 1,378,080 | |
| EATON CORP COM | 13900 | | 597,561 | |
| EBAY INC COM | 67900 | | 1,109,486 | |
| ELI LILLY & CO COM | 54700 | | 1,854,330 | |
| ENTERGY CORP NEW COM | 21300 | | 1,590,684 | |
| EOG RESOURCES INC COM | 10900 | | 700,107 | |
| EURONET WORLDWIDE INC COM | 63734 | | 1,202,023 | |
| EXPEDIA INC DEL COM | 36450 | | 546,750 | |
| EXPEDITORS INTL WASH INC COM | 19100 | | 616,930 | |
| EXXON MOBIL CORP COM | 81426 | | 5,576,867 | |
| FIRST AMERN CORP CALIF COM | 28094 | | 729,882 | |
| FIRST SOLAR INC COM | 2000 | | 308,400 | |
| FIRSTENERGY CORP COM | 20335 | | 766,426 | |
| FIRSTMERIT CORP COM | 19803 | | 322,595 | |
| FLUOR CORP NEW COM | 6100 | | 297,741 | |
| FMC TECHNOLOGIES INC COM | 39500 | | 1,438,985 | |
| FNMA COM STK | 65175 | | 38,453 | |
| FORTUNE BRANDS INC COM STK | 68100 | | 2,271,135 | |

| | | |
|----------------------------------------------------------|---------|------------|
| FRKLN RES INC COM | 8226 | 573,681 |
| GENERAL ELECTRIC CO | 369300 | 4,232,178 |
| GENUINE PARTS CO COM | 27100 | 895,926 |
| GENZYME CORP COM | 46000 | 2,518,500 |
| GILEAD SCIENCES INC | 33068 | 1,517,821 |
| GOLDMAN SACHS GROUP INC COM | 25500 | 3,658,995 |
| GOOGLE INC CL A CL A | 10998 | 4,492,573 |
| HANOVER INS GROUP INC COM | 13280 | 499,992 |
| HARLEY DAVIDSON INC COM | 51400 | 800,812 |
| HARMAN INTL INDS INC NEW COM STK | 22800 | 416,784 |
| * HARRIS CORP COM | 2526121 | 72,221,799 |
| HENRY JACK & ASSOC INC COM | 50827 | 1,031,280 |
| HERSHEY CO FORMERLY HERSHEY FOODS CORP TO 04/19/2005 COM | 91100 | 3,323,328 |
| HOME DEPOT INC COM | 132300 | 3,017,763 |
| HONEYWELL INTL INC COM STK | 44400 | 1,367,520 |
| ICONIX BRAND GROUP INC COM | 46395 | 699,637 |
| ILL TOOL WKS INC COM | 68600 | 2,484,692 |
| INTEL CORP COM | 110100 | 1,840,872 |
| INTERCONTINENTALEXCHANGE INC COM | 23000 | 2,510,220 |
| INTL FLAVORS & FRAGRANCES INC COM | 47700 | 1,509,705 |
| INTL PAPER CO COM | 131596 | 1,952,885 |

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| (a) | (b) | (c) | (d) | (e) |
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| Value of Interest in Common Stocks | | | | |
| INTUITIVE SURGICAL INC COM NEW STK | 17600 | | | 2,793,296 |
| IRON MTN INC COM STK | 28000 | | | 793,520 |
| JOHNSON & JOHNSON COM | 34200 | | | 1,914,516 |
| JPMORGAN CHASE & CO COM | 220224 | | | 7,106,628 |
| JUNIPER NETWORKS INC COM | 79279 | | | 1,867,020 |
| KEY ENERGY SVCS INC | 105979 | | | 597,722 |
| KEYCORP NEW COM | 126100 | | | 645,632 |
| KIMBERLY-CLARK CORP COM | 27100 | | | 1,434,403 |
| KOHL'S CORP COM | 12948 | | | 534,105 |
| KRAFT FOODS INC CL A | 64000 | | | 1,661,440 |
| LAS VEGAS SANDS CORP COM STK | 184500 | | | 1,357,920 |
| LEGG MASON INC COM | 25100 | | | 602,400 |
| LINCOLN NATL CORP COM | 79823 | | | 1,285,949 |
| LIONS GATE ENTMT CORP COM NEW | 125701 | | | 678,785 |
| LIVE NATION INC COM | 45561 | | | 200,468 |
| LOCKHEED MARTIN CORP COM | 6000 | | | 477,120 |
| LOWES COS INC COM | 22000 | | | 409,640 |
| MACYS INC COM STK | 48600 | | | 534,600 |
| MAGELLAN HLTH SVCS INC COM NEW | 25267 | | | 813,850 |
| MARRIOTT INTL INC NEW COM STK CL A | 103380 | | | 2,107,920 |
| MARSH & MCLENNAN CO S INC COM | 109700 | | | 2,146,829 |
| MARSHALL & ILSLEY CORP NEW COM STK | 56800 | | | 264,688 |
| MARVELL TECH GROUP COM USD0.002 | 84950 | | | 991,367 |
| MASCO CORP COM | 114200 | | | 1,039,220 |
| MASTERCARD INC CL A | 4600 | | | 764,888 |
| MATTEL INC COM | 81400 | | | 1,269,840 |
| MC CORMICK & CO INC COM NON-VTG | 27700 | | | 908,560 |
| MCGRAW HILL COMPANIES INC COM | 78600 | | | 2,309,268 |
| MCKESSON CORP | 20200 | | | 871,024 |

| | | |
|-------------------------------------------------|--------|-----------|
| MEADWESTVACO CORP COM | 60800 | 981,920 |
| MEDCO HEALTH SOLUTIONS INC COM | 32700 | 1,483,926 |
| MERCK & CO INC COM | 75000 | 2,025,750 |
| METROPCS COMMUNICATIONS INC COM | 20800 | 253,344 |
| MGM MIRAGE COM | 98900 | 585,488 |
| MI DEVS INC CL A SUB VTG SHS COM STK | 2313 | 18,250 |
| MICROSOFT CORP COM | 189747 | 4,434,387 |
| MONEYGRAM INTL INC COM | 182813 | 429,611 |
| MONSANTO CO NEW COM | 27800 | 2,000,488 |
| MOODYS CORP COM | 31000 | 796,080 |
| MORGAN STANLEY COM STK USD0.01 | 8257 | 222,856 |
| MURPHY OIL CORP COM | 52700 | 2,724,590 |
| NATIONAL OILWELL VARCO COM STK | 86000 | 2,652,240 |
| NBTY INC COM | 59090 | 1,655,111 |
| NEW YORK TIMES CO CL A ISIN NE #US6501111073 | 99200 | 534,688 |
| NIKE INC CL B CL B | 23000 | 1,174,310 |
| NISOURCE INC COM | 142800 | 1,676,472 |
| NORFOLK SOUTHN CORP COM | 6800 | 250,920 |
| NRG ENERGY INC COM NEW | 50000 | 1,240,000 |

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| | Value of Interest in Common Stocks | | | |
| | NUCOR CORP COM | 48900 | | 2,064,558 |
| | O REILLY AUTOMOTIVE INC COM | 9000 | | 336,870 |
| | PALL CORP COM | 13600 | | 354,416 |
| | PEABODY ENERGY CORP COM STK | 18860 | | 549,958 |
| | PG& E CORP COM | 34200 | | 1,303,020 |
| | PHARMACEUTICAL PROD DEV INC COM | 14795 | | 323,567 |
| | PINNACLE W. CAP CORP COM | 34200 | | 1,013,004 |
| | PRAXAIR INC COM | 13900 | | 975,224 |
| | PROCTER & GAMBLE CO COM | 6200 | | 316,882 |
| | PROGRESS ENERGY INC COM | 44000 | | 1,644,720 |
| | PROGRESS SOFTWARE CORP COM | 19628 | | 412,384 |
| | PROGRESSIVE CORP OH COM | 61500 | | 890,520 |
| | QUALCOMM INC COM | 82800 | | 3,699,504 |
| | QWEST COMMUNICATIONS INTL INC COM | 339300 | | 1,394,523 |
| | RESEARCH IN MOTION LTD COM | 8400 | | 585,564 |
| | ROSETTA STONE INC COM | 600 | | 16,200 |
| | REDWOOD TR INC COM | 18195 | | 272,743 |
| | S.W. AIRL CO COM | 136200 | | 885,300 |
| | SALESFORCE COM INC COM STK | 136200 | | 2,156,040 |
| | SCHLUMBERGER LTD COM STK | 108714 | | 5,712,921 |
| | SCHWAB CHARLES CORP COM NEW | 25600 | | 429,568 |
| | SCIENTIFIC GAMES CORP | 64142 | | 945,453 |
| | SEI INVTS CO COM | 32519 | | 574,286 |

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| (a) | (b) | (c) | (d) | (e) |
|-------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|------|------------------|-------|
| Identity of Issue, Borrower, Lessor, or Similar Party | Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value | Cost | Current Value | Value |
| <i>(In Shares/Par Value except Participant Loans)</i> | | | | |
| Value of Interest in Common Stocks | | | | |
| SLM CORP COM | 126400 | | 1,183,104 | |
| SPECTRA ENERGY CORP COM STK | 54900 | | 903,654 | |
| SPRINT NEXTEL CORP | 154100 | | 665,712 | |
| STARBUCKS CORP COM | 94500 | | 1,264,410 | |
| STATE STR CORP COM | 22129 | | 1,023,024 | |
| STRYKER CORP COMMON COMMON | 35400 | | 1,361,484 | |
| SUN TR BANKS INC COM | 73800 | | 1,191,132 | |
| SUNCOR STK MRGR SUNCOR ENERGY INCNEW COM 2053449 08/03/2009 | 19500 | | 554,775 | |
| SUNOCO INC COM | 39800 | | 923,360 | |
| SUNPOWER CORP COM CL B STK | 11200 | | 265,104 | |
| TECO ENERGY INC COM | 30900 | | 356,586 | |
| TIFFANY & CO COM | 40900 | | 993,461 | |
| TIME WARNER INC USD0.01 | 109500 | | 2,650,995 | |
| TIMKEN CO COM | 25552 | | 444,094 | |
| TORCHMARK CORP COM | 10516 | | 358,070 | |
| TRAVELERS COS INC COM STK | 23749 | | 930,961 | |
| UBS AG CHF0.10 | 66400 | | 796,702 | |
| UNITED PARCEL SVC INC CL B | 40900 | | 1,987,740 | |
| US BANCORP | 159100 | | 2,711,064 | |
| USG CORP COM NEW | 43800 | | 433,620 | |
| VARIAN INC COM | 15042 | | 576,259 | |

| | | |
|----------------------------------|--------|-----------|
| VARIAN MEDICAL SYSTEMS INC | 35000 | 1,172,500 |
| VERIZON COMMUNICATIONS COM | 71434 | 2,155,878 |
| VISA INC COM CL A STK | 40500 | 2,433,240 |
| VMWARE INC CL A COM CL A COM | 21000 | 593,040 |
| VODAFONE GROUP ORD USD0.11428571 | 423000 | 799,683 |

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| | Value of Interest in Common Stocks | | | |
| | VULCAN MATERIALS CO COM | 36200 | | 1,559,496 |
| | WAL-MART STORES INC COM | 28600 | | 1,366,794 |
| | WALT DISNEY CO | 88200 | | 2,014,488 |
| | WELLPOINT INC COM | 32000 | | 1,592,000 |
| | WELLS FARGO & CO NEW COM STK | 156900 | | 3,621,252 |
| | WESTERN ALLIANCE BANCORPORATION COM | 51107 | | 356,727 |
| | WESTERN UNION CO | 28200 | | 433,716 |
| | WEYERHAEUSER CO COM | 20400 | | 602,004 |
| | WHIRLPOOL CORP COM | 44600 | | 1,940,992 |
| | WPP PLC ORD GBP0.10 | 74500 | | 468,865 |
| | WYETH COM | 70200 | | 3,145,662 |
| | XCEL ENERGY INC COM | 82000 | | 1,501,420 |
| | XILINX INC COM | 38072 | | 782,380 |
| | XL CAP LTD COM STK | 42255 | | 475,369 |
| | YAHOO INC COM | 95700 | | 1,434,543 |
| | YUM BRANDS INC COM | 17600 | | 602,800 |
| | Total Value of Interest in Common Stocks | | | \$ 375,924,133 |

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|------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------|------------------|------------------|
| Identity of Issue, Borrower, Lessor, or Similar Party | Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value <i>(In Shares/Par Value except Participant Loans)</i> | Cost | Current Value | Current Value |
| Value of Interest in Corporate Bonds and Debentures | | | | |
| | CMO AST SEC CORP COML MTG 1995-D1 CL A-27.59 EXP 8-11-27 FINAL 7-11-27 BEO | 18323 | \$ | 18,585 |
| | CMO BANC AMER COML MTG INC SER 2005-1 CLA4 DUE 11-10-2042 REG | 260000 | | 245,959 |
| | CMO BEAR STEARNS COML MTG SECS INC 2003-TOP12 COML MTG CL A4 4.93 08-13-39 | 575000 | | 532,590 |
| | CMO BEAR STEARNS INC COML MTG PSTRU CTF CL A-2 2001-TOP2 6.48 4-15-11 BE | 475000 | | 482,513 |
| | CMO CITIGROUP COML MTG TR 2006-C4 CL A-35.7209 DUE 03-15-2049 REG | 150000 | | 127,289 |
| | CMO CITIGROUP/DEUTSCHE BANK COMMERCIAL MORTG SER 2006-CD2 CL A4 1-15-2046 BEO | 200000 | | 167,046 |
| | CMO CSFB MTG SECS CORP 2001-CK3 COML MTGPASSTHRU CTF CL A-4 6.53 6-15-34 BE | 360000 | | 373,030 |
| | CMO CSFB MTG SECS CORP COML MTG PASSTHRUCTF 2000-C1 CL A-2 7.545 04-15-2062 | 240401 | | 245,676 |
| | CMO DLJ COML MTG CORP COML MTG PASSTHRU CTF 00-CKP1 CL A-1B 7.18 11-10-2033 BEO | 1134224 | | 1,157,660 |
| | CMO GE CAP COML MTG CORP 2002-1 MTG PASSTHRU CTF CL A-3 6.269 12-10-2035 | 900000 | | 920,398 |
| | CMO GMAC COML MTG SECS INC SER 2000-C2 A2 7.455% DUE 08-16-2033 BEO | 41902 | | 42,902 |
| | CMO J P MORGAN CHASE COML MTG SECS CORP 2004-LN2 MTG CL A-2 5.115 07-15-41 | 410000 | | 362,889 |
| | CMO LB-UBS COML MTG TR SER 2003-C3 CL A44.166% DUE 05-15-2032 REG | 860000 | | 793,395 |
| | CMO MERISTAR COML MTG TR SER 1999-C1 CL A1 144A 7.28000020981 DUE 03-03-2016 BEO | 3582 725000 | | 3,611 618,399 |

| | | |
|-----------------------------------------------------------------------------------|--------|---------|
| CMO MERRILL LYNCH MTG TR 2005-CKII COML MTG PASSTHRU CTF A6 DUE 11-12-2037 REG | | |
| CMO MORGAN STANLEY D/WITTER CAP TR 2002 MTG P/THRU CTF CL A-2 5.98 DUE 1-15-39 | 450000 | 460,154 |
| CMO MORGAN STANLEY DEAN WITTER CAP I TR SER 2001-TOP1 CL-A4 6.66 02-15-33 BEO | 23079 | 23,745 |
| CMO WACHOVIA BK COML MTG TR COML MTG PASS-TH MTG CTF CL A-3 5.679 10-15-48 | 650000 | 520,014 |
| AEP TEX CENT TRANSITION FDG II LLC SER 2006-A CL A5 FLT RT 07-01-2020 BEO | 100000 | 100,784 |
| CHASE AUTO OWNER 5.36% DUE 01-15-2013 | 185215 | 186,116 |
| MBNA MASTER CR 7% DUE 02-15-2012 | 770000 | 779,164 |
| 3M CO CORPBOND 5.7 DUE 03-15-2037 BEO | 100000 | 104,026 |
| 5TH 3RD BK CIN OH MEDIUM TE TRANCHE # SR00014 4.2 DUE 02-23-2010 BEO | 250000 | 249,886 |
| AEGON N V 4.75% DUE 06-01-2013 | 385000 | 349,996 |
| ALABAMA PWR CO 5.7% DUE 02-15-2033 | 130000 | 133,093 |
| ALCAN INC FORMERLY ALCAN ALUM LTD TO 3/1/01 ALCAN INC 6.45 DUE 3-15-11 BE | 105000 | 108,608 |
| ALCOA INC 5.87% DUE 02-23-2022 | 400000 | 314,756 |
| ALLSTATE CORP SR NT 5% DUE 08-15-2014/08-16-2004 REG | 350000 | 348,658 |
| ALTRIA GROUP INC NT 9.7% DUE 11-10-2018 BEO | 320000 | 367,772 |
| AMERADA HESS CORP NT 7.875% DUE 10-01-2029/09-30-2029 BEO | 95000 | 103,472 |
| AMERICAN EXPRESS CO NT 7% DUE 03-19-2018REG | 225000 | 220,174 |
| ANADARKO PETE CORP SR NT 5.95% DUE 09-15-2016/09-19-2006 BEO | 225000 | 222,779 |
| AOL TIME WARNER INC 6.875 DUE 05-01-2012BEO | 460000 | 493,020 |
| APPALACHIAN PWR CO APPALACHIAN PWR 5 DUE 06-01-2017/06-07-2005 BEO | 165000 | 155,772 |
| ARIZONA PUB SVC CO 6.375% DUE 10-15-2011 | 175000 | 182,031 |
| AT&T CORP USD SR NT VAR RATE DUE 11-15-2031/11-14-2031 BEO | 185000 | 214,594 |
| AT&T WIRELESS SVCS INC SR NT 7.875% DUE 03-01-2011/02-28-2011 BEO | 420000 | 453,781 |
| BAXTER INTL INC C CRP BAX 5.375% DUE 06-01-2018 BEO | 160000 | 167,772 |
| BEAR STEARNS COS INC GLOBAL NT 5.3% DUE 10-30-2015 BEO | 245000 | 242,133 |
| BELLSOUTH CORP DEB 6.55 DUE 06-15-2034/06-29-2004 BEO | 80000 | 78,380 |
| BHP BILLITON FIN USA LTD GTD SR NT 4.8 DUE 04-15-2013/04-14-2013 REG | 280000 | 292,294 |
| BK AMER CORP 5.375 DUE 06-15-2014 BEO | 380000 | 366,393 |

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| (a) | (b) | (c) | (d) | (e) |
|------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------|--------|------------------|
| Identity of Issue, Borrower, Lessor, or Similar Party | Maturity Date, Rate of Interest, Collateral, Par or Maturity Value <i>(In Shares/Par Value except Participant Loans)</i> | Description of Investment Including | Cost | Current Value |
| Value of Interest in Corporate Bonds and Debentures | | | | |
| | BOTTLING GROUP LLC SR NT 4.625 DUE 11-15-2012/11-14-2012 BEO | | 350000 | 373,112 |
| | BRISTOL MYERS SQUIBB CO BRISTOL MYER SQB5.875% DUE 11-15-2036 BEO | | 160000 | 165,424 |
| | BURL NORTHN SANTA FE CORP DEB 7.95 DUE 08-15-2030/08-14-2030 BEO | | 210000 | 246,835 |
| | CAMPBELL SOUP CO 4.875 DUE 10-01-2013 BEO | | 225000 | 238,692 |
| | CATERPILLAR INC 7.3 DUE 05-01-2031/04-30-2031 BEO | | 145000 | 154,534 |
| | CISCO SYS INC SR NT 5.9 DUE 02-15-2039 REG | | 150000 | 148,539 |
| | CITIGROUP INC CITIGROUP INC NOTE 6.125% DUE 11-21-2017 BEO | | 280000 | 246,761 |
| | CITIGROUP INC NT GLOBAL 6 DUE 02-21-2012BEO | | 835000 | 835,759 |
| | CITIGROUP INC SUB NT 6.125% DUE 08-25-2036 BEO | | 200000 | 148,937 |
| | COCA COLA ENTERPRISES INC DEB DTD 11/20/1996 6.95 DUE 11-15-2026 REG | | 590000 | 317,116 |
| | COMCAST CABLE COMMUNICATIONS INC 7.125 06-15-13 7.125 06-15-2013 BEO | | 700000 | 762,316 |
| | CONOCO INC NT DTD 04/20/1999 6.95% DUE 04-15-2029 BEO | | 225000 | 242,172 |
| | CONSOLIDATED EDISON CO N Y INC DEB SER A5.3% DUE 03-01-2035 REG | | 140000 | 128,645 |
| | CONSTELLATION ENERGY GROUP INC 7 DUE 04-01-2012 BEO | | 420000 | 435,799 |
| | COUNTRYWIDE HOME LNS INC MEDIUM TERM NTSTRANCHE # TR 00324 4.125 9-15-2009 | | 360000 | 361,151 |
| | COVIDIEN INTL FIN 6% DUE 10-15-2017 | | 180000 | 191,740 |
| | COX COMMUNICATIONS 7.125% DUE 10-01-2012 | | 400000 | 431,020 |
| | CREDIT SUISSE USA INC CS 5.375 20160302 5.375% DUE 03-02-2016 BEO | | 270000 | 278,939 |

| | | |
|------------------------------------------------------------------------------------|--------|---------|
| DAIMLERCHRYSLER N AMER HLDG CORP NT 6.5 DUE 11-15-2013 BEO | 410000 | 419,756 |
| DEUTSCHE BK AG 6% DUE 09-01-2017 | 210000 | 214,499 |
| DEUTSCHE TELEKOM INTL FIN B V GTD NT 8.75% DUE 06-15-2030 BEO | 150000 | 177,345 |
| DEVON FING CORP U L C DEB 7.875% DUE 09-30-2031/09-29-2031 BEO | 255000 | 299,920 |
| DIAGEO FINANCE PLC DIAGEO FIN 5.3% DUE 10-28-2015 BEO | 235000 | 247,198 |
| DISNEY WALT CO NEW MEDIUM TERM NTS BOOK TRANCHE # TR 00046 6.375 DUE 03-01-2012 | 265000 | 291,647 |
| DOMINION RES INC VA NEW BD 5.15% DUE 07-15-2015/07-14-2005 BEO | 290000 | 294,567 |
| DOW CHEM CO NT DTD 02/08/2001 6.125% DUE 02-01-2011 BEO | 350000 | 357,734 |
| DU PONT E I DE 5.25% DUE 12-15-2016 | 235000 | 245,350 |
| DUKE ENERGY CORP SR NT 6.25 DUE 01-15-2012/01-14-2012 BEO | 85000 | 91,670 |
| DUKE ENERGY CORP SR NT SER A 6 DUE 12-01-2028 BEO | 130000 | 132,721 |
| ENERGY TRANSFER PARTNERS L P SR NT 6.7% DUE 07-01-2018/06-30-2018 BEO | 215000 | 220,087 |
| ERP OPER LTD PARTNERSHIP C CRP EQR 5.37508/01/16. 5.375% DUE 08-01-2016 BEO | 190000 | 175,470 |
| EXELON CORP SR NT 4.9% DUE 06-15-2015 BEO | 150000 | 139,909 |
| FIRSTENERGY CORP NT SER B 6.45% DUE 11-15-2011/11-14-2011 BEO | 315000 | 329,699 |
| FL PWR & LT CO 1ST MTG BD 5.65 DUE 02-01-2035 REG | 80000 | 81,989 |
| FRANCE TELECOM SA NT STEP UP 03-01-2031 02-28-2031 | 15000 | 19,362 |
| GEN ELEC CAP CORP MED TERM NTS BO TRANCHE # TR 00811 5.625 DUE 05-01-2018 | 195000 | 186,214 |
| GEN ELEC CAP CORP MEDIUM TERM NTS BO TRANCHE # TR 00528 6.75 DUE 03-15-2032 | 175000 | 157,444 |
| GEN ELEC CAP CORP MEDIUM TERM NTS BO TRANCHE # TR 00575 5.45 DUE 01-15-2013 | 350000 | 359,946 |
| GENERAL ELEC CAP CORP MEDIUM TERM NTS BOOK ENTRY 5.875% DUE 01-14-2038 BEO | 210000 | 166,395 |
| GENERAL ELEC CO 5.25% DUE 12-06-2017 BEO | 230000 | 226,348 |
| GLAXOSMITHKLINE CAP INC GTD NT 5.65% DUE 05-15-2018 BEO | 380000 | 403,048 |
| GOLDMAN SACHS 6.125% DUE 02-15-2033 | 105000 | 97,882 |
| GOLDMAN SACHS GROUP INC GOLDMAN SACHS GROUP INC 6.6% DUE 01-15-2012 BEO | 715000 | 763,487 |
| GOLDMAN SACHS GROUP INC GSINC 6.75 10 0137 6.75 DUE 10-01-2037 BEO | 260000 | 232,498 |
| HALLIBURTON CO 7.45% DUE 09-15-2039 | 100000 | 116,496 |
| HEWLETT PACKARD CO GLOBAL NT 5.5% DUE 03-01-2018 BEO | 225000 | 236,025 |
| HOME DEPOT INC 5.4% DUE 03-01-2016 | 250000 | 250,825 |

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|-----------------------------------------------------------------------------------|--------|---------|
| HONEYWELL INTL INC NT DTD 10/31/2001 6.125 DUE 11-01-2011 BEO | 330000 | 360,936 |
| HRPT PPTYS TR NT 6.5% DUE 01-15-2013/01-15-2009 BEO | 35000 | 32,244 |
| HSBC FIN CORP HSBC FIN CORP 5.5 1 19 16 5.5% DUE 01-19-2016/01-19-2006 BEO | 200000 | 189,670 |
| HSBC HLDGS PLC NT 6.5% DUE 05-02-2036 BEO | 100000 | 98,020 |
| INTL BUSINESS MACHS CORP DEB DTD 10/30/1995 7 DUE 10-30-2025 REG | 210000 | 238,239 |
| INTL LEASE FIN CORP 4.75 DUE 01-13-2012 BEO | 420000 | 336,365 |
| JEFFERIES GROUP INC NEW 6.45 DUE 06-08-2027 BEO | 80000 | 58,796 |
| JPMORGAN CHASE & CO FORMERLY J P MORGAN 5.15 DUE 10-01-2015 BEO | 595000 | 590,143 |
| JPMORGAN CHASE CAP 6.55% DUE 09-29-2036 | 130000 | 103,272 |
| KINDER MORGAN ENERGY PARTNERS L P SR NT 2033 7.3 DUE 08-15-2033/08-14-2033 BEO | 185000 | 177,509 |

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| | Value of Interest in Corporate Bonds and Debentures | | | |
| | KRAFT FOODS INC NT 6.25% DUE 06-01-2012 BEO | 305000 | | 329,746 |
| | KROGER CO NT 7.5 DUE 04-01-2031 BEO | 140000 | | 161,179 |
| | LAUDER ESTEE COS INC ESTEE LAUDER COS INC 6.0PCT 01 15 6 DUE 01-15-2012 BEO | 175000 | | 186,165 |
| | LOCKHEED MARTIN CORP NT 6.15% DUE 09-01-2036 | 105000 | | 111,176 |
| | MARSH & MCLENNAN COS INC MARSH & MCLENNAN 5.875 8/1/33 | 175000 | | 138,335 |
| | MCDONALDS CORP 6.3% DUE 10-15-2037 | 55000 | | 59,276 |
| | MERCANTILE BANKSHARES CORP SUB NT 4.625%DUE 04-15-2013 BEO | 120000 | | 108,642 |
| | MERRILL LYNCH & CO INC MEDIUM TERM NTS BOOK ENTRY MTN 6.4% DUE 08-28-2017 | 190000 | | 168,415 |
| | MERRILL LYNCH & CO INC MEDIUM TERM NTS BTRANCHE # TR 00677 6.875 DUE 04-25-2018 | 450000 | | 418,384 |
| | MERRILL LYNCH & CO INC TR # 00642 6.05 MTN 08-15-2012 REG | 255000 | | 256,458 |
| | METLIFE INC 5 DUE 11-24-2013/11-23-2013 BEO | 425000 | | 426,345 |
| | MICROSOFT CORP 5.2% DUE 06-01-2039 | 80000 | | 77,401 |
| | MORGAN STANLEY FOR EQTY ISSUES SEE 617 MORGAN STANLEY 5.75 DUE 10-18-2016 BEO | 200000 | | 192,366 |
| | MORGAN STANLEY GLOBAL MEDIUM TERM NT SERF 6.625% DUE 04-01-2018/04-01-2008 | 300000 | | 300,456 |
| | MORGAN STANLEY MTN 5.45% DUE 01-09-2017/01-09-2007 | 200000 | | 187,261 |
| | MOTOROLA INC NT 7.625 DUE 11-15-2010 BEO | 175000 | | 176,313 |
| | NEWS AMER HLDGS 7.75% DUE 12-01-2045 | 130000 | | 118,297 |
| | NEXEN INC NT 5.875% DUE 03-10-2035 REG | 245000 | | 209,801 |
| | NORFOLK SOUTHN CORP 7.05 NT DUE 05-01-2037 PUTTABLE 5-1-2004 @ PAR | 75000 | | 83,628 |

| | | |
|-----------------------------------------------------------------------------------|--------|---------|
| NORSK HYDRO A S DEB DTD 06/15/1993 7.75 DUE 06-15-2023 REG | 45000 | 53,221 |
| NSTAR ELEC CO DEB 4.875% DUE 10-15-2012 REG | 70000 | 72,413 |
| OESTERREICHISCHE KONTROLLBANK A G GLOBALNT DTD 02/09/06 4.875 02-16-16 REG | 320000 | 328,987 |
| ONCOR ELEC DELIVERY CO SR SECD NT 6.375 DUE 01-15-2015/01-14-2015 BEO | 210000 | 219,413 |
| ONEOK PARTNERS L P6.15% DUE 10-01-2016 | 175000 | 173,523 |
| ORACLE CORP NT 5.75% DUE 04-15-2018 BEO | 85000 | 90,093 |
| PACIFIC GAS & ELEC CO 1ST MTG BD 4.8% DUE 03-01-2014 REG | 255000 | 269,946 |
| PACIFICORP BD 5.75 DUE 04-01-2037 BEO | 235000 | 239,310 |
| PETROLEOS MEXICANOS GLOBAL GTD BD 9.5% DUE 09-15-2027 REG | 350000 | 408,394 |
| PFIZER INC NT 6.2 DUE 03-15-2019 | 275000 | 301,178 |
| PHILIP MORRIS INTL INC NT 5.65% DUE 05-16-2018 REG | 135000 | 141,700 |
| PITNEY BOWES INC GLOBAL MEDIUM TERM NTS TRANCHE # TR 00013 3.875 6-15-13 REG | 70000 | 71,225 |
| PRAXAIR INC PRAXAIR NEW DEAL 6.375 DUE 04-01-2012 BEO | 210000 | 231,988 |
| PROCTER & GAMBLE CO NT 4.95% DUE 08-15-2014/08-10-2004 BEO | 305000 | 328,591 |
| PROGRESS ENERGY INC SR NT 7.1 DUE 03-01-2011 BEO | 140000 | 149,176 |
| PROGRESS ENERGY SR NT 7.05 DUE 03-15-2019 | 230000 | 255,648 |
| PRUDENTIAL FINL INC MEDIUM TERM NTS BOOKTRANCHE # 00009 5.5 DUE 03-16-2016 REG | 370000 | 348,696 |
| RAYTHEON CO 4.85 DUE 01-15-2011/01-14-2011 BEO | 365000 | 380,542 |
| REALTY INCOME CORP 5.95% DUE 09-15-2016/09-14-2016 | 200000 | 178,539 |
| ROGERS 6.8% DUE 08-15-2018 | 185000 | 200,444 |
| ROYAL KPN NV 8 DUE 10-01-2010 | 420000 | 441,291 |
| SAFeway INC NT 4.95% DUE 08-16-2010/08-12-2004 BEO | 270000 | 275,598 |
| SBC COMMUNICATIONS 5.1% DUE 09-15-2014 | 420000 | 437,943 |
| SCHERING PLOUGH CORP SR NT 6.75% DUE 12-01-2033/11-26-2003 REG | 190000 | 208,951 |
| SHELL INTL FIN B V GTD NT 6.375% DUE 12-15-2038/12-11-2008 BEO | 70000 | 75,877 |
| SLM CORP MEDIUM TERM NTS BOOK ENTRY 5% DUE 10-01-2013 BEO | 350000 | 284,549 |
| SOUTH CAL EDISON CO SOUTH CA EDISON CO5 DUE 01-15-2014/01-14-2014 BEO | 245000 | 258,936 |
| SUNCOR ENERGY INC NT 6.1% DUE 06-01-2018BEO | 225000 | 226,594 |
| TARGET CORP BONDS 7 DUE 07-15-2031 BEO | 130000 | 134,292 |
| TELECOM ITALIA CAP ***TELECOM ITALIA CAPITAL SA NOTES 5.25 DUE 10-01-2015 BEO | 260000 | 251,336 |
| TELEFONICA 7.045% DUE 06-20-2036 | 150000 | 166,112 |
| TIME WARNER CABLE INC DEB 7.3% DUE 07-01-2038 BEO | 200000 | 208,215 |

| | | |
|----------------------------------------------------------------------------|--------|---------|
| TN GAS PIPELN CO DEB DTD 03/13/1997 7.625 DUE 04-01-2037 REG | 150000 | 150,094 |
| TRANSCANADA 6.2% DUE 10-15-2037 | 190000 | 194,911 |
| UBS AG STAMFORD BRH MT SR DEP TRANCHE # SR 00047 5.875 07-15-2016 REG | 200000 | 173,814 |
| UNILEVER CAP CORP NT 7.125% DUE 11-01-2010/10-24-2000 BEO | 200000 | 213,844 |
| UNION PAC CORP DEB DTD 02/01/1999 6.625% DUE 02-01-2029 BEO | 50000 | 51,422 |
| UNITEDHEALTH GROUP INC UNITED HEALTHCAR 5.375% DUE 03-15-2016 BEO | 150000 | 141,783 |
| UNITEDHEALTH GROUP INC UNITEDHEALTH GROUP INC 4.875% DUE 04-01-2013 BEO | 85000 | 85,664 |
| US BANK NATL ASSN 4.95% DUE 10-30-2014 | 250000 | 259,673 |
| UTD TECHNOLOGIES CORP NT DTD 08/04/1998 6.7 DUE 08-01-2028 BEO | 85000 | 89,004 |

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| Value of Interest in Corporate Bonds and Debentures | | | | |
| VALE OVERSEAS LTD | VALE OVERSEAS 6.875 1121 | | | |
| | 36 6.875% DUE 11-21-2036 BEO | | 150000 | 144,210 |
| | VALERO ENERGY CORP 7.5% DUE 04-15-2032 | | 255000 | 239,915 |
| | VERIZON GLOBAL FDG CORP NT 7.75 DUE 12-01-2030 BEO | | 285000 | 319,852 |
| | VIACOM INC NT 7.875 DUE 07-30-2030 BEO | | 155000 | 123,333 |
| | VIACOM INC SR NT 6.875% DUE 04-30-2036/10-18-2006 | | 125000 | 116,855 |
| | VODAFONE GROUP PLC NEW BD 5.625% DUE 02-27-2017 BEO | | 130000 | 132,248 |
| | WACHOVIA BK NATL ASSN MEDIUM TERM SUB BKTRANCHE # SB 00009 6.6 DUE 01-15-2038 | | 170000 | 165,514 |
| | WAL-MART STORES INC BD 5.25% DUE 09-01-2035 REG | | 245000 | 233,282 |
| | WASTE MGMT INC DEL SR NT 6.1% DUE 03-15-2018/03-06-2008 BEO | | 170000 | 167,733 |
| | WELLPOINT INC WELLPOINT INC 5.875 20170615 5.875 DUE 06-15-2017 BEO | | 160000 | 156,828 |
| | WELLS FARGO & CO NEW WELLS FARGO CO 5.625% DUE 12-11-2017 BEO | | 305000 | 300,626 |
| | WELLS FARGO BK NATL ASSN SUB NT ACCREDITED INVS 5.75% DUE 05-16-2016 BEO | | 250000 | 246,199 |
| | WYETH WYE 5.50 02/01/2014 5.5% DUE 02-01-2014/12-16-2003 BEO | | 315000 | 339,013 |
| | FORD MTR CO DEL SR NT CONV 4.25 DUE 12-15-2036 REG | | 1389000 | 1,163,288 |
| | Total Value of Interest in Corporate Bonds and Debentures | | | \$ 44,490,995 |

Value of Interest in Participant Loans

| | | |
|-----------------------------------------------------|-----------------------------------------|---------------------|
| *PARTICIPANT LOAN ASSET HARRIS CORP. | 3.25% to 10.5% Maturing through 2019 | \$36,636,578 |
| Total Value of Interest in Participant Loans | | \$36,636,578 |

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|-------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Value of Interest in U.S. Government Securities | |
| R CORP MED TRM NTS SER L BK FDIC GTD TRNCHE # TR 00007 2.1 DUE 04-30-12 | 565000 |
| JP INC FDIC GTD TLGP GTD NT 2.125 DUE 04-30-2012 REG | 660000 |
| L HOME LN MTG CORP POOL #781884 5.124% 08-01-2034 BEO | 87238 |
| L HOME LN MTG CORP POOL #97-2200 5.447% 03-01-2036 BEO | 111648 |
| L HOME LN MTG CORP POOL #A1-5349 5% 11-01-2033 BEO | 61366 |
| L HOME LN MTG CORP POOL #A2-0151 4.5% 03-01-2034 BEO | 126697 |
| L HOME LN MTG CORP POOL #A4-7056 5% 09-01-2035 BEO | 3540238 |
| L HOME LN MTG CORP POOL #B15080 3.5% 06-01-2019 BEO | 105712 |
| L HOME LN MTG CORP POOL #C1-9286 6% 12-01-2028 BEO | 13105 |
| L HOME LN MTG CORP POOL #C7-8533 5.5% 04-01-2033 BEO | 232154 |
| L HOME LN MTG CORP POOL #C9-0691 5.5% 07-01-2023 BEO | 61852 |
| L HOME LN MTG CORP POOL #D5-1845 5.5% 04-01-2024 BEO | 20632 |
| L HOME LN MTG CORP POOL #E01545 5%01-01-2019 BEO | 476982 |
| L HOME LN MTG CORP POOL #E9-7877 4% 08-01-2018 BEO | 159704 |
| L HOME LN MTG CORP POOL #G0-1519 6% 02-01-2033 BEO | 120250 |
| L HOME LN MTG CORP POOL #G0-1740 5.5% 12-01-2034 BEO | 1665455 |
| L HOME LN MTG CORP POOL #G01919 4%09-01-2035 BEO | 98357 |
| L HOME LN MTG CORP POOL #G0-2109 6% 03-01-2036 BEO | 805934 |
| L HOME LN MTG CORP POOL #G08006 6%08-01-2034 BEO | 799280 |
| L HOME LN MTG CORP POOL #G0-8061 5.5% 06-01-2035 BEO | 312192 |
| L HOME LN MTG CORP POOL #G0-8088 6.5% 10-01-2035 BEO | 279183 |
| L HOME LN MTG CORP POOL #G0-8344 4.5% 05-01-2039 BEO | 998174 |
| L HOME LN MTG CORP POOL #G1-2394 5% 05-01-2021 BEO | 109011 |
| L HOME LN MTG CORP POOL #G1-8171 5% 03-01-2022 BEO | 1009764 |
| L HOME LN MTG CORP POOL #P1-0032 4.5% 05-01-2018 BEO | 100103 |
| 4.875 11-18-2011 | 750000 |
| 5.125 08-14-2013 | 450000 |
| 3.875 06-14-2013 | 360000 |
| REASSIGN 00358 4.875 05-17-2017 | 240000 |
| ANCHE # TR 00130 5.25 06-18-2014 | 1360000 |
| 0 YEAR PARTICIPATION CERTIFICATE (PC) 5% 30 YEARS SETTLES JULY | 700000 |
| TD 05/23/2008 3.75 06-28-2013 | 400000 |
| TD 10/25/2000 6.75 03-15-2031 | 45000 |

| | |
|----------------------------------------------|---------|
| FEDERAL HOME LN MTG CORP 4.500 4.###-##-#### | 830000 |
| OLD A1-5088 5.5 10-01-2033 | 1337894 |
| OLD A1-7908 6.5 01-01-2034 | 203934 |
| OLD A2-8017 6 10-01-2034 | 971108 |
| OLD A3-6995 5.5 09-01-2035 | 1239497 |
| OLD C01385 6.5 08-01-2032 | 111087 |
| OLD C01614 4.5 08-01-2033 | 417539 |
| OLD C2-0273 6 06-01-2028 | 22596 |
| OLD C53726 6.5 06-01-2031 | 37539 |
| OLD C55070 7.5 07-01-2031 | 467 |
| OLD C61982 5.5 12-01-2031 | 122089 |
| OLD C77210 5.5 02-01-2033 | 257969 |
| OLD C9-0135 7.5 04-01-2016 | 3901 |
| OLD C90492 6 11-01-2021 | 76511 |
| OLD C90653 5 04-01-2023 | 64345 |
| OLD D9-7672 5.5 04-01-2028 | 644792 |
| OLD E01307 5 02-01-2018 | 46590 |
| OLD E90266 6 06-01-2017 | 11595 |
| OLD G0-8238 6.5 12-01-2037 | 416198 |
| OLD G1-0740 7.5 08-01-2009 | 18 |

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| (a) | (b) Identity of Issue, Borrower, Lessor, or Similar Party | (c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value <i>(In Shares/Par Value except Participant Loans)</i> | (d) Cost | (e) Current Value |
|-----|-----------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------|-------------------------|
| | | Value of Interest in U.S. Government Securities | | |
| | FHLMC GOLD G1-2088 4.5 05-01-2019 | | 394142 | 409,296 |
| | FHLMC GOLD G1-2090 5.5 10-01-2017 | | 53530 | 56,412 |
| | FHLMC GOLD G1-2091 5.5 10-01-2020 | | 445166 | 466,910 |
| | FHLMC GOLD GROUP E82517 7 02-01-2016 | | 8204 | 8,746 |
| | FHLMC GOLD POOL C48593 6 03-01-2031 | | 6122 | 6,454 |
| | FHLMC GOLD SINGLE FAMILY 5.5 30 YEARS SETTLES JUL | | 750000 | 775,547 |
| | FHLMC GROUP #E63092 6 MTG PARTN CTF DUE 03-01-2011 REG | | 9689 | 10,256 |
| | FHLMC GROUP #G00363 8.0 MTG PARTN CTF DUE 06-01-2025 REG | | 8754 | 9,693 |
| | FHLMC MULTICLASS FHLMC #E0-1323 4.5 03-01-2018 | | 243161 | 250,137 |
| | FHLMC NTS 5.125 07-15-2012 | | 700000 | 768,433 |
| | FHLMC POOL #1B-0809 4.791 04-01-2033 | | 81142 | 83,870 |
| | FHLMC POOL #1B2692 ADJ RT 12-01-2034 | | 102285 | 105,486 |
| | FHLMC POOL #1B-7484 ADJ RT 08-01-2037 | | 772627 | 810,008 |
| | FHLMC POOL #1L-0125 ADJ RT 12-01-2034 | | 200297 | 207,955 |
| | FHLMC POOL #1L-1415 ADJ RT 06-01-2036 | | 67101 | 68,830 |
| | FHLMC POOL #781071 ADJ RT 11-01-2033 | | 55139 | 57,324 |
| | FHLMC POOL #78-1392 ADJ RT 04-01-2034 | | 109319 | 109,474 |
| | FHLMC POOL #78-1681 ADJ RT 06-01-2034 | | 105396 | 109,758 |
| | FHLMC POOL #78-2548 ADJ RT 06-01-2035 | | 48571 | 49,635 |
| | FHLMC POOL #78-9922 ADJ RT 10-01-2032 | | 80921 | 80,678 |
| | FHLMC POOL #84-7154 ADJ RT 05-01-2033 | | 383505 | 394,886 |
| | FHLMC PREASSIGN 00012 5 02-16-2017 | | 1100000 | 1,201,657 |
| | FHLMC PREASSIGN 00038 4.875 06-13-2018 | | 360000 | 388,040 |
| | FNMA 30 YEAR PASS-THROUGHS 5.5% 30 YEARS SETTLES JULY | | 1200000 | 1,240,874 |
| | FNMA 4.375 DUE 03-15-2013 REG | | 1370000 | 1,477,842 |
| | FNMA 6 DUE 05-15-2011 REG | | 1545000 | 1,682,242 |
| | FNMA 7.125 01-15-2030 | | 315000 | 405,777 |

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|----------------------------------------------------------------------|---------|-----------|
| FNMA NT 6.125 03-15-2012 | 1300000 | 1,456,560 |
| FNMA POOL #190541 7% DUE 01-01-2024 | 30267 | 33,280 |
| FNMA POOL #250141 6.5% DUE 07-01-2014 | 358 | 386 |
| FNMA POOL #250495 7% 03-01-2026 BEO | 6007 | 6,595 |
| FNMA POOL #251498 6.5% DUE 02-01-2028 REG | 7682 | 8,296 |
| FNMA POOL #252164 5.5% DUE 12-01-2013 REG | 3325 | 3,509 |
| FNMA POOL #254044 6.5% DUE 10-01-2021 REG | 86795 | 93,776 |
| FNMA POOL #254087 7% DUE 11-01-2016 REG | 9631 | 10,235 |
| FNMA POOL #254146 6% DUE 01-01-2032 | 74304 | 78,472 |
| FNMA POOL #254196 6% DUE 02-01-2017 | 542101 | 577,897 |
| FNMA POOL #254232 6.5% DUE 03-01-2022 | 78767 | 84,802 |
| FNMA POOL #254262 6% DUE 04-01-2032 | 37027 | 39,080 |
| FNMA POOL #254473 5.5% DUE 10-01-2017 REG | 45302 | 47,883 |
| FNMA POOL #254766 5% 06-01-2033 BEO | 297047 | 304,404 |
| FNMA POOL #254802 4.5% 07-01-2018 BEO | 216133 | 224,511 |
| FNMA POOL #254837 4.5% 07-01-2010 BEO | 38644 | 39,586 |
| FNMA POOL #254942 4% 10-01-2018 BEO | 158571 | 162,469 |
| FNMA POOL #255412 6% 10-01-2034 BEO | 935621 | 984,887 |
| FNMA POOL #257132 5% 03-01-2028 BEO | 769656 | 790,358 |
| FNMA POOL #257137 7% 03-01-2038 BEO | 621450 | 674,950 |
| FNMA POOL #262270 6% DUE 12-01-2023 REG | 23924 | 25,193 |
| FNMA POOL #313275 7.5% DUE 04-01-2026 | 35131 | 38,309 |
| FNMA POOL #337758 6.5 GTD MTG PASS THRU CTF DUE 03-01-2026 REG | 21959 | 23,712 |
| FNMA POOL #352662 5.5% DUE 02-01-2013 REG | 27034 | 28,532 |
| FNMA POOL #406605 6% DUE 05-01-2024 REG | 30998 | 32,642 |
| FNMA POOL #420499 6% DUE 03-01-2028 REG | 55164 | 58,396 |
| FNMA POOL #433414 6% DUE 08-01-2028 REG | 45986 | 48,681 |
| FNMA POOL #486562 5.5% DUE 02-01-2014 REG | 12739 | 13,445 |
| FNMA POOL #491672 6.5% DUE 03-01-2029 REG | 13772 | 14,846 |
| FNMA POOL #50911 6.50000 GTD MTG PASS THRU CTF DUE 09-01-2023 REG | 86629 | 92,453 |
| FNMA POOL #545879 6.5% DUE 09-01-2032 REG | 28644 | 30,815 |
| FNMA POOL #555000 6% DUE 10-01-2032 REG | 814977 | 860,183 |
| FNMA POOL #581519 8.5% DUE 06-01-2031 BEO | 408 | 444 |
| | 50601 | 53,503 |

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|---------------------------------------|-------|--------|
| FNMA POOL #581659 6% DUE 07-01-2031 | | |
| REG | | |
| FNMA POOL #585950 6.5% DUE 06-01-2031 | | |
| REG | 22749 | 24,473 |
| FNMA POOL #610079 7% 10-01-2031 BEO | 13966 | 15,296 |
| FNMA POOL #611014 5.5% DUE 01-01-2017 | | |
| REG | 24209 | 25,588 |

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|-----|-----------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------|-------------------------|
| | Value of Interest in U.S. Government Securities | | | |
| | FNMA POOL #615519 6% 11-01-2031 BEO | | 18355 | 19,385 |
| | FNMA POOL #615543 7% DUE 11-01-2031 REG | | 17286 | 18,933 |
| | FNMA POOL #618250 6% DUE 01-01-2032 REG | | 254223 | 268,483 |
| | FNMA POOL #624294 5% 02-01-2017 BEO | | 6997 | 7,328 |
| | FNMA POOL #626455 5.5% DUE 01-01-2032 REG | | 75734 | 78,757 |
| | FNMA POOL #626810 6% DUE 06-01-2017 REG | | 35823 | 38,166 |
| | FNMA POOL #639085 6.5% DUE 05-01-2032 REG | | 24304 | 26,138 |
| | FNMA POOL #644903 5% DUE 06-01-2017 REG | | 39981 | 41,921 |
| | FNMA POOL #648174 6% DUE 06-01-2032 REG | | 29450 | 31,084 |
| | FNMA POOL #649303 7% DUE 04-01-2032 REG | | 32868 | 35,968 |
| | FNMA POOL #654260 ADJ RT DUE 11-01-2032 REG | | 68813 | 69,824 |
| | FNMA POOL #656877 6% DUE 08-01-2032 REG | | 56933 | 60,091 |
| | FNMA POOL #661452 6.5% DUE 07-01-2032 REG | | 43660 | 47,198 |
| | FNMA POOL #663332 5.5% DUE 09-01-2032 REG | | 43434 | 45,168 |
| | FNMA POOL #670909 5.5% DUE 12-01-2022 REG | | 53922 | 56,209 |
| | FNMA POOL #674970 5% DUE 12-01-2017 REG | | 89923 | 94,287 |
| | FNMA POOL #677758 5.5% DUE 03-01-2033 REG | | 411532 | 427,575 |
| | FNMA POOL #678182 5.5% DUE 01-01-2018 REG | | 26464 | 27,971 |
| | FNMA POOL #683100 5.5% 02-01-2018 BEO | | 530495 | 559,430 |
| | FNMA POOL #695003 5% DUE 03-01-2033 REG | | 81468 | 83,625 |
| | FNMA POOL #695403 5% DUE 06-01-2033 REG | | 1610414 | 1,655,908 |
| | FNMA POOL #695727 4.5% DUE 04-01-2018 REG | | 48713 | 50,617 |
| | FNMA POOL #695844 5% 04-01-2018 BEO | | 372693 | 390,663 |
| | FNMA POOL #703726 5% DUE 02-01-2033 REG | | 171899 | 177,271 |
| | FNMA POOL #705118 4.918% 05-01-2033 BEO | | 95418 | 98,083 |
| | FNMA POOL #711210 5.5% DUE 05-01-2033 REG | | 69615 | 72,329 |
| | FNMA POOL #713823 4.5% DUE 06-01-2018 REG | | 127828 | 132,782 |
| | FNMA POOL #721537 5% DUE 07-01-2033 REG | | 27340 | 28,015 |
| | FNMA POOL #722777 ADJ RT DUE 09-01-2033 REG | | 69700 | 70,301 |
| | FNMA POOL #725314 5% 04-01-2034 BEO | | 415643 | 425,905 |
| | FNMA POOL #725762 6% 08-01-2034 BEO | | 34695 | 36,576 |

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|------------------------------------------------|---------|-----------|
| FNMA POOL #725773 5.5% 09-01-2034 BEO | 1419540 | 1,473,992 |
| FNMA POOL #725866 4.5% 09-01-2034 BEO | 148620 | 149,352 |
| FNMA POOL #726873 5% DUE 07-01-2033 REG | 374577 | 383,825 |
| FNMA POOL #729760 5.5% 06-01-2033 BEO | 77501 | 80,522 |
| FNMA POOL #730153 5.5% DUE 08-01-2033 REG | 276968 | 287,765 |
| FNMA POOL #731314 5.5% 08-01-2033 BEO | 67421 | 70,049 |
| FNMA POOL #735171 ADJ RT DUE 01-01-2035 REG | 66328 | 68,853 |
| FNMA POOL #735224 5.5% 02-01-2035 BEO | 498059 | 517,476 |
| FNMA POOL #735503 6% 04-01-2035 BEO | 540389 | 569,688 |
| FNMA POOL #737556 5.5% DUE 09-01-2033 REG | 185233 | 192,454 |
| FNMA POOL #741897 5% 10-01-2033 BEO | 532021 | 545,156 |
| FNMA POOL #743170 4.5% 10-01-2033 BEO | 407945 | 410,271 |
| FNMA POOL #744462 5% 09-01-2033 BEO | 176756 | 181,120 |
| FNMA POOL #745275 5% DUE 02-01-2036 REG | 406363 | 415,824 |
| FNMA POOL #746299 4.107% 09-01-2033 BEO | 157691 | 162,189 |
| FNMA POOL #755242 5.5% DUE 11-01-2033 REG | 122112 | 126,872 |
| FNMA POOL #755248 5.5% DUE 11-01-2033 REG | 263996 | 274,287 |
| FNMA POOL #756744 5% 12-01-2033 BEO | 22278 | 22,828 |
| FNMA POOL #758796 5% DUE 12-01-2033 REG | 534051 | 547,235 |
| FNMA POOL #763516 4% 02-01-2034 BEO | 87945 | 86,608 |
| FNMA POOL #767342 ADJ RT DUE 08-01-2034 REG | 26886 | 27,863 |
| FNMA POOL #769807 5.5% 03-01-2034 BEO | 782807 | 813,324 |
| FNMA POOL #770082 4.5% 03-01-2019 BEO | 944433 | 979,564 |
| FNMA POOL #786458 5% 05-01-2034 BEO | 127164 | 130,204 |
| FNMA POOL #790003 6% DUE 08-01-2034 BEO | 612837 | 645,106 |
| FNMA POOL #798084 6% DUE 02-01-2035 REG | 827396 | 870,963 |
| FNMA POOL #803594 4.464% 10-01-2034 BEO | 80367 | 82,850 |

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|-----|-----------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------|-------------------------|
| | Value of Interest in U.S. Government Securities | | | |
| | FNMA POOL #827804 6% 03-01-2035 BEO | | 150386 | 158,822 |
| | FNMA POOL #828451 ADJ RT DUE 06-01-2035 REG | | 288908 | 301,066 |
| | FNMA POOL #840012 6% DUE 10-01-2035 REG | | 1693585 | 1,778,529 |
| | FNMA POOL #841031 5.263% 11-01-2035 BEO | | 68756 | 71,741 |
| | FNMA POOL #848368 ADJ RT DUE 12-01-2035 REG | | 93730 | 94,580 |
| | FNMA POOL #903165 ADJ RT DUE 11-01-2036 REG | | 185956 | 194,058 |
| | FNMA POOL #907896 ADJ RT DUE 12-01-2036 REG | | 304715 | 318,746 |
| | FNMA POOL #910181 ADJ RT DUE 03-01-2037 REG | | 592865 | 622,006 |
| | FNMA POOL #918554 5.5% DUE 06-01-2037 REG | | 1183947 | 1,225,477 |
| | FNMA POOL #922886 ADJ RT DUE 02-01-2037 REG | | 53588 | 56,487 |
| | FNMA POOL #937346 6.5% DUE 06-01-2037 REG | | 1695970 | 1,810,448 |
| | FNMA POOL #940624 6% 08-01-2037 BEO | | 1831617 | 1,918,905 |
| | FNMA POOL #967254 5.5% 12-01-2037 BEO | | 892361 | 923,663 |
| | FNMA POOL #987077 5.5% 08-01-2038 BEO | | 865264 | 895,567 |
| | FNMA POOL #AA6951 4.5% 05-01-2039 BEO | | 997464 | 999,256 |
| | FNMA PREASSIGN 00310 5.125 01-02-2014 | | 315000 | 322,522 |
| | FNMA PREASSIGN 00480 2.75 03-13-2014 | | 350000 | 351,434 |
| | FNMA SINGLE FAMILY MORTGAGE 4% 30 YEARS SETTLES JULY | | 1000000 | 974,063 |
| | | | 1550000 | 1,551,454 |

| | | |
|-----------------------------------------------------------|--------|---------|
| FNMA SINGLE FAMILY MORTGAGE 4.5% 30 YEARS SETTLES JULY | | |
| FNMA SINGLE FAMILY MORTGAGE 5% 30 | 700000 | 714,218 |
| GNMA I SINGLE FAMILY MORTGAGE 5% 30 | 250000 | 255,313 |
| GNMA I SINGLE FAMILY MORTGAGE 5.5% 30 | 500000 | 517,188 |
| GNMA POOL #002274 6 08-20-2011 BEO | 4053 | 4,229 |
| GNMA POOL #003238 SER 2032 6% DUE 05-20-2032 REG | 46220 | 48,264 |
| GNMA POOL #003368 4.5% 04-20-2018 BEO | 32801 | 33,955 |
| GNMA POOL #003389 5% 05-20-2033 BEO | 64165 | 65,488 |
| GNMA POOL #212183 SER 2017 8.5% DUE 06-15-2017 REG | 62411 | 67,689 |
| GNMA POOL #455809 SER 2027 7% DUE 10-15-2027 REG | 3065 | 3,340 |
| GNMA POOL #458928 SER 2013 6% DUE 10-15-2013 REG | 30810 | 32,932 |
| GNMA POOL #460846 SER 2013 6.5% DUE 06-15-2013 REG | 4967 | 5,306 |
| GNMA POOL #487198 SER 2029 6% DUE 05-15-2029 REG | 12253 | 12,905 |
| GNMA POOL #515457 SER 2015 7% DUE 08-15-2015 REG | 5460 | 5,856 |
| GNMA POOL #518643 SER 2029 7.5% DUE 12-15-2029 REG | 7364 | 8,083 |
| GNMA POOL #552235 SER 2031 6% DUE 12-15-2031 REG | 8725 | 9,189 |
| GNMA POOL #569502 5% 01-15-2017 BEO | 74479 | 78,536 |
| GNMA POOL #595891 5% 07-15-2033 BEO | 103785 | 106,626 |
| GNMA POOL #614629 SER 2018 5% DUE 07-15-2018 REG | 144965 | 152,838 |
| GNMA POOL #622630 SER 2033 5.5% DUE 11-15-2033 REG | 86305 | 89,802 |
| GNMA POOL #628058 SER 2033 5.5% DUE 12-15-2033 REG | 143461 | 149,275 |
| GNMA POOL #628068 5.5% 04-15-2034 BEO | 246105 | 255,694 |

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|-----|----------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------|-------------------------|
| | Value of Interest in U.S. Government Securities | | | |
| | GNMA POOL #640904 SER 2035 5% DUE 04-15-2035 REG | | 346476 | 355,314 |
| | GNMA POOL #649519 SER 2035 5.5% DUE 10-15-2035 REG | | 959095 | 995,566 |
| | GNMA POOL #677176 SER 2038 5.5% DUE 06-15-2038 REG | | 832574 | 862,413 |
| | GNMA POOL #678949 SER 2037 6.5% DUE 10-15-2037 REG | | 436665 | 464,618 |
| | GNMA POOL #702046 5% 06-15-2039 BEO | | 750000 | 767,256 |
| | GNMA POOL #716785 SER 2039 4.5% DUE 04-15-2039 REG | | 800000 | 802,039 |
| | GNMA POOL #781830 SER 2034 5% DUE 11-15-2034 REG | | 162065 | 165,746 |
| | GNMA POOL #782372 5% 07-15-2038 BEO | | 324918 | 332,442 |
| | GNMA TBA POOL 6% 30 YR JUL | | 1600000 | 1,669,000 |
| | GNMAII POOL #001590 7.5% DUE 02-20-2024 REG | | 5260 | 5,739 |
| | GNMAII POOL #002591 7% DUE 05-20-2028 REG | | 34978 | 38,014 |
| | GNMAII POOL #003095 SER 2031 6.5% DUE 06-20-2031 REG | | 33527 | 36,140 |
| | GNMAII POOL #003228 SER 2032 6.5% DUE 04-20-2032 REG | | 32170 | 34,588 |
| | GNMAII POOL #003428 SER 2033 5% DUE 08-20-2033 BEO | | 75695 | 77,128 |
| | GNMAII POOL #003800 SER 2020 4.5% DUE 12-20-2020 REG | | 89912 | 92,715 |
| | GNMAII POOL #634924 SER 2034 5.5% DUE 11-20-2034 REG | | 143636 | 148,160 |
| | JPMORGAN CHASE & CO FDIC GTD TLGP SR NT 3.125% DUE 12-01-2011 BEO | | 650000 | 673,928 |
| | UNITED STATES TREAS BDS 00203 5% DUE 05-15-2037 REG | | 210000 | 233,658 |

| | | |
|--------------------------------------------------------------------------------------|---------|-----------|
| UNITED STATES TREAS BDS 00205 4.375% DUE 02-15-2038 REG | 525000 | 530,086 |
| UNITED STATES TREAS BDS 8 1/8% 15/5/2021USD1000 8.125% DUE 05-15-2021 REG | 350000 | 486,063 |
| UNITED STATES TREAS BDS 8% 11/15/2021 USD1000 8% DUE 11-15-2021/04-29-1999 REG | 385000 | 532,924 |
| UNITED STATES TREAS BDS 9.25% DUE 02-15-2016 REG | 350000 | 481,797 |
| UNITED STATES TREAS BDS BD DTD 11/16/1998 5.25% DUE 11-15-2028 REG | 265000 | 298,374 |
| UNITED STATES TREAS BDS DTD 00206 4.5% DUE 05-15-2038 REG | 315000 | 325,090 |
| UNITED STATES TREAS BDS DTD 00209 3.5% DUE 02-15-2039 REG | 100000 | 86,406 |
| UNITED STATES TREAS BDS DTD 00210 4.25% DUE 05-15-2039 REG | 500000 | 494,375 |
| UNITED STATES TREAS BDS DTD 02/15/1995 7.625% DUE 02-15-2025 REG | 600000 | 839,437 |
| UNITED STATES TREAS BDS DTD 02/15/2000 6.25% DUE 05-15-2030 REG | 175000 | 222,195 |
| UNITED STATES TREAS BDS DTD 02/15/2001 5.375 15 FEB 2031 | 190000 | 218,263 |
| UNITED STATES TREAS BDS DTD 02/15/2006 4.5% DUE 02-15-2036 REG | 565000 | 581,685 |
| UNITED STATES TREAS BDS DTD 08/15/1993 6.25% DUE 08-15-2023 REG | 1420000 | 1,737,282 |
| UNITED STATES TREAS BDS DTD 11/15/1997 6.125% DUE 11-15-2027 REG | 235000 | 290,225 |
| UNITED STATES TREAS NTS 2.375 DUE 08-31-2010 REG | 1115000 | 1,138,520 |
| UNITED STATES TREAS NTS 4% NTS 15/08/18 USD1000 4% DUE 08-15-2018 REG | 505000 | 525,239 |
| UNITED STATES TREAS NTS 4.75 DUE 08-15-2017 BEO | 1450000 | 1,593,981 |
| UNITED STATES TREAS NTS 5 DUE 08-15-2011 REG | 1955000 | 2,118,274 |
| UNITED STATES TREAS NTS BONDS 1.375% DUE 02-15-2012 REG | 2800000 | 2,805,687 |
| UNITED STATES TREAS NTS DTD 00032 4.25% DUE 08-15-2013 REG | 700000 | 760,430 |
| UNITED STATES TREAS NTS DTD 00040 4.25% DUE 11-15-2013 REG | 1605000 | 1,743,306 |

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|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Value of Interest in U.S. Government Securities | |
| TATES TREAS NTS DTD 00141 4.625%DUE 10-31-2011 REG | 1780000 |
| TATES TREAS NTS DTD 00230 1.375%DUE 05-15-2012 REG | 1600000 |
| TATES TREAS NTS DTD 00231 3.125%DUE 05-15-2019 REG | 1800000 |
| TATES TREAS NTS DTD 00236 2.25% DUE 05-31-2014 REG | 1200000 |
| TATES TREAS NTS DTD 02/15/2001 5% DUE 02-15-2011 BEO | 1920000 |
| TATES TREAS NTS DTD 3.875 DUE 02-15-2013 REG | 50000 |
| TATES TREAS NTS NT 4.25 DUE 08-15-2015 REG | 295000 |
| TATES TREAS NTS NT 4.25% DUE 11-15-2014 REG | 505000 |
| TATES TREAS NTS NT 5.125% DUE 05-15-2016 REG | 2015000 |
| TATES TREAS NTS NTS 2.75% DUE 02-15-2019 REG | 695000 |
| TATES TREAS NTS TR NT WI 2.125% DUE 04-30-2010 REG | 2270000 |
| TATES TREAS NTS UNITED STATES TREAS NOTES 3.375% DUE 07-31-2013 REG | 1100000 |
| TATES TREAS NTS UNITED STATES TREAS NTS 3.5% DUE 02-15-2018 REG | 500000 |
| TATES TREAS NTS US TREASURY NOTE/BOND 3.125% DUE 04-30-2013 REG | 385000 |
| TATES TREAS NTS US TREASURY T-NOTE 3.125% DUE 09-30-2013 REG | 1815000 |
| ER TREAS NOTES 3.75 DUE 11-15-2018 REG | 735000 |
| 7.875 BD 2-15-2021 REG | 610000 |
| BDS USD1000 7.25 DUE 05-15-2016REG | 350000 |
| BDS USD1000 8.125 DUE 08-15-2019 REG | 560000 |
| NTS 3.375 NTS 30/06/2013 USD1000 3.375 DUE 06-30-2013 REG | 1300000 |
| NTS 3.875 NTS 15/05/2018 USD1000 3.875 DUE 05-15-2018 REG | 400000 |
| NTS 5.75 DUE 08-15-2010 REG | 4815000 |
| NTS DTD 00229 1.875 DUE 04-30-2014 REG | 675000 |
| 50 15FEB16 | 1555000 |
| EE VALLEY AUTH PWR BD SER C DTD 03/15/1998 6% DUE 03-15-2013 REG | 350000 |
| ES TREAS NTS 2.75 NT 31/10/2013 USD1000 2.75 DUE 10-31-2013 REG | 870000 |
| Value of Interest in U.S. Government Securities | |

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Harris Corporation Retirement Plan
E.I.N. 34-0276860
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Schedule H, Line 4(i)
Schedule of Assets (Held at End of Year) (continued)
July 3, 2009

| (b) Identity of Issue, Borrower, Lessor, or Similar Party | (c) Description of Investment Including Maturity Date, Rate of Interest, (d) Collateral, Par or Maturity Value Cost (In Shares/Par Value except Participant Loans) | (e) Current Value |
|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------|
| Value of Interest in Common/Collective Trust Funds | | |
| MFB NTGI-QM COLLECTIVE DAILY AGGREGATE BOND FUND LENDING TIER H | 62965 | \$ 24,421, |
| MFB NTGI-QM COLLECTIVE DAILY LEHMAN AGGREGATE BD INDEX FD NON LENDING | 164636 | 16,840, |
| NTGI COLTV GOVT STIF REGISTERED | 17043278 | 17,043, |
| MFB NTGI-QM COLLECTIVE DAILY RUSSELL 1000 INDEX FUND NON LENDING | 16964134 | 140,768, |
| MFB NTGI-QM COLLECTIVE DAILY EXTENDED EQUITY MARKET INDEX FUND LENDING | 322066 | 59,797, |
| MFB NTGI-QM COLTV DAILY RUSSELL 1000 EQTY INDEX FD-LENDING | 358976 | 43,316, |
| MFB NTGI-QM COLTV DAILY RUSSELL 2000 GROWTH EQTY INDEX FD-LENDING | 103294 | 14,787, |
| MFB NTGI-QM COLTV DAILY S&P 500 EQTY | 36936 | 94,289, |
| MFB NTGI-QM COLTV DAILY S&P500 EQTY | 24136 | 62,024, |
| MFO PYRAMIS INDEX LIFECYCLE 2000 | 193505 | 1,770, |
| MFO PYRAMIS INDEX LIFECYCLE 2005 | 232478 | 1,985, |
| MFO PYRAMIS INDEX LIFECYCLE 2010 | 1313848 | 11,062, |
| MFO PYRAMIS INDEX LIFECYCLE 2015 | 2548741 | 20,925, |
| MFO PYRAMIS INDEX LIFECYCLE 2020 | 3137080 | 23,935, |
| MFO PYRAMIS INDEX LIFECYCLE 2025 | 3346397 | 25,097, |
| MFO PYRAMIS INDEX LIFECYCLE 2030 | 2265238 | 15,879, |
| MFO PYRAMIS INDEX LIFECYCLE 2035 | 1762359 | 12,195, |
| MFO PYRAMIS INDEX LIFECYCLE 2040 | 1448448 | 9,863, |
| MFO PYRAMIS INDEX LIFECYCLE 2045 | 1206383 | 8,215, |
| MFO PYRAMIS INDEX LIFECYCLE 2050 | 689041 | 4,602, |
| VELLS FARGO SHORT TERM INVESTMENT FUND A | 50393552 | 50,393, |

| | | |
|-----------------------------------------------------------------|----------|----------|
| GALLIARD CAPITAL MANAGEMENT WELLS FARGO, NA FIXED INCOME FUND A | 5991675 | 111,711, |
| GALLIARD CAPITAL MANAGEMENT WELLS FARGO, NA FIXED INCOME FUND D | 11640647 | 124,245, |
| GALLIARD CAPITAL MANAGEMENT WELLS FARGO, NA FIXED INCOME FUND E | 6196586 | 111,368, |
| GALLIARD CAPITAL MANAGEMENT WELLS FARGO, NA FIXED INCOME FUND F | 23694235 | 271,924, |

Total Value of Interest in Common/Collective Trust Funds \$1,278,465,

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|-----|--------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------|-------------------------|
| | Value of Interest in Registered Investment Companies | | | |
| | MFO ALLIANZ FDS RCM TECHNOLOGY FD INSTL CL | 1133588 | \$ | 33,350,171 |
| | MFO PRIN GLOBAL INVS COLTV INVT TR DIVERSIFIED INTL EQTY FD 50 BP FEE CL | 1093663 | | 130,518,412 |
| | MFO RESV INVT FDS INC | 5530839 | | 5,530,839 |
| | MFO RIDGEWORTH FDS INSTL US GOVT SECS MONEY MKT | 80396070 | | 80,396,070 |
| | MFO HARTFORD SER FD INC SMALL CO HLS FD CL IA | 3886545 | | 43,879,091 |
| | Total Value of Interest in Registered Investment Companies | | \$ | 293,674,583 |
| | Value of Interest in Foreign Bonds | | | |
| | ASIAN DEV BK BD 5.82% DUE 6-16-2028 REG EUROPEAN INVT BK EIB 10YR GLBL | 525000 | \$ | 572,688 |
| | EUROPEAN INVT BK EIB 10 YR GLOBAL BD 5.125 DUE 05-30-2017 BEO | 260000 | | 277,899 |
| | KREDITANSTALT FUR WIEDERAUFBAU KFW GLOBAL NT 5.125% DUE 03-14-2016 REG | 735000 | | 796,476 |
| | BRAZIL FEDERATIVE REP BD 7.125% DUE 01-20-2037 REG | 225000 | | 241,875 |
| | BRAZIL FEDERATIVE REP US\$ GLOBAL BD 10.125% DUE 05-15-2027 BEO | 100000 | | 137,000 |
| | HUNGARY REP NT 4.75 DUE 02-03-2015 REG | 185000 | | 163,606 |
| | ITALY REP NT 4.5% DUE 01-21-2015 REG | 490000 | | 505,639 |
| | | 270000 | | 281,131 |

| | | |
|--------------------------------------------------------------------|--------|--------------|
| QUE PROV CDA BD 5.125 DUE 11-14-2016 BEO | | |
| MALAYSIA NT 7.5% DUE 07-15-2011 BEO | 140000 | 153,442 |
| SOUTH AFRICA REP NT 7.375% DUE 04-25-2012 REG | 175000 | 187,250 |
| ONTARIO PROV CDA NT 4.95% DUE 11-28-2016BEO | 290000 | 296,648 |
| UTD MEXICAN STS MTN TRANCHE # TR 00019 5.625 DUE 01-15-2017 REG | 595000 | 600,950 |
| Total Value of Interest in Foreign Bonds | | \$ 4,214,604 |

Value of Interest in Municipal and Provincial Bonds

| | | |
|---------------------------------------------------------------------------------|--------|------------|
| LANDWIRTSCHAFTLICHE RENTENBANK GLOBAL NT5.125% DUE 02-01-2017 BEO | 145000 | \$ 153,852 |
| CALIFORNIA ST 7.55% 04-01-2039 BEO TAXABLE | 140000 | 128,821 |
| IL ST TAXABLE-PENSION 5.1 DUE 06-01-2033BEO TAXABLE SINKING FD 06-01-2024 | 460000 | 410,122 |
| NOVA SCOTIA PROV CDA NOVA SCOTIA PROVINCE 5.75% DUE 02-27-2012 BEO | 140000 | 147,719 |
| Total Value of Interest in Municipal and Provincial Bonds | | \$ 840,514 |

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|----------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------|-------------------------|
| Value of Interest in Synthetic Guaranteed Investment Contract Wrappers | | | |
| IC NATIXIS FINANCIAL PRODUCTS CONTRACT NUMBER 21-03 RATE 2.21% MATURITY 00/00/0000 SYNTHETIC WRAPPER | | \$ | |
| MORGAN CHASE BANK NA CONTRACT NUMBER HARRIS-01 RATE 2.72% MATURITY 00/00/0000 SYNTHETIC WRAPPER | | | |
| STATE STREET BANK AND TRUST CO CONTRACT NUMBER 5004 RATE 2.03% MATURITY 00/00/0000 SYNTHETIC WRAPPER | | | |
| PACIFIC LIFE INSURANCE CO. CONTRACT NUMBER G- /236.01.0001 RATE 3.08% MATURITY 00/00/0000 SYNTHETIC WRAPPER | | | |
| MONUMENTAL LIFE INSURANCE CO. CONTRACT NO. DA00808TR RATE 3.35% MATURITY 00/00/000 SYNTHETIC WRAPPER | | | |
| ABOBANK NEDERLAND CONTRACT NUMBER HRS090701 RATE 3.40% MATURITY 00/00/0000 SYNTHETIC WRAPPER | | | 13 |
| Total Value of Interest in Synthetic Guaranteed Investment Contract Wrappers | | \$ | 13 |

Total Investments \$2,173,13

Note: Cost information has not been included in column (d) because all investments are participant-directed.

* Party-in-interest to the Plan

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SIGNATURES

The Plan. Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on their behalf by the undersigned hereunto duly authorized.

Harris Corporation Retirement Plan
Employee Benefits Committee,
as Plan Administrator

By: /s/ Ronald A. Wyse
Ronald A. Wyse, Chairperson

Date: November 12, 2009