Brown William M Form 4 August 29, 2017

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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

may continue. See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Brown William M

2. Issuer Name and Ticker or Trading

Symbol

HARRIS CORP /DE/ [HRS]

(Last) (First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year)

Filed(Month/Day/Year)

HARRIS CORPORATION, 1025 W. 08/25/2017 NASA BOULEVARD

(Street)

4. If Amendment, Date Original

Chairman, President, and CEO 6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Check all applicable)

10% Owner

_ Other (specify

OMB APPROVAL

Number:

Expires:

response...

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

Applicable Line)

Director

_X__ Officer (give title

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

Issuer

below)

MELBOURNE, FL 32919

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secur	ities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	omr Dispos (Instr. 3, 4	ed of (4 and 5 (A) or	5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock, Par Value \$1.00	08/25/2017		Code V M	30,100 (1)	(D)	Price	189,001	D	
Common Stock, Par Value \$1.00	08/25/2017		A	3,853 (2)	A	\$0	192,854	D	
Common Stock, Par Value \$1.00	08/25/2017		F	14,244 (3)	D	\$ 119.66	178,610	D	

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. Number of Derivative S Acquired (A Disposed of (Instr. 3, 4,	Securities A) or f (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title Underly (Instr. 3
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Performance Stock Units	\$ 0 (1)	08/25/2017		M		30,100	<u>(1)</u>	<u>(1)</u>	Comr Stoc Par Va \$1.0
Performance Stock Units	\$ 0 (4)	08/25/2017		A	36,828		<u>(4)</u>	<u>(4)</u>	Comr Stoc Par Va \$1.0
Restricted Stock Units	\$ 0 <u>(5)</u>	08/25/2017		A	18,414		<u>(5)</u>	<u>(5)</u>	Comr Stoc Par Va \$1.0
Non-Qualified Stock Option (Right to Buy)	\$ 119.66	08/25/2017		A	118,429		08/25/2020 <u>(6)</u>	08/25/2027	Comr Stoc Par Va \$1.0

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Brown William M HARRIS CORPORATION 1025 W. NASA BOULEVARD MELBOURNE, FL 32919			Chairman, President, and CEO				
Signatures							

By: /s/ Scott T. Mikuen, Attorney-in-Fact, For: William M. Brown

**Signature of Reporting Person

2 Reporting Owners

08/29/2017

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- This transaction represents the settlement of vested performance stock units in shares of common stock. These were performance stock (1) units granted on 8/23/14 that vested on 6/30/17 and were paid in shares of common stock on 8/25/17. Each performance stock unit represents a contingent right to one share of the Issuer's common stock. The performance stock unit grant was previously reported.
- (2) Increase in vested performance stock units granted 8/23/14 based upon performance stock unit payout formula resulting in an additional payment in shares of common stock on 8/25/17.
- (3) Shares withheld by company to pay tax liability on vesting of performance stock units previously awarded.
- Each performance stock unit represents a contingent right to one share of the Issuer's common stock. Performance stock units are subject to future adjustment; performance period started 7/1/17. The 36,828 performance stock units will vest on 7/3/20. Vested shares are subject to future adjustment and will be delivered to the reporting person within two and one-half months of vesting.
- (5) Each restricted stock unit represents a contingent right to one share of the Issuer's common stock. Restricted stock units are subject to future vesting. The 18,414 restricted stock units vest on 8/25/20.
- Of the 118,429 options granted on this 8/25/17 stock option, 39,477 options become exercisable on 8/25/18, an additional 39,476 options become exercisable on 8/25/20.

Remarks:

Exhibit List:

Exhibit 24 - Power of Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.