



HARRIS CORPORATION

POLICY AND PROCEDURES WITH RESPECT TO RELATED PERSON TRANSACTIONS

General Statement

The Board of Directors of Harris Corporation (the “Company”) recognizes that Related Person Transactions (as defined below) can present potential or actual conflicts of interest and create the appearance that Company decisions are based on considerations other than the best interests of the Company and its stockholders. As a general matter, it is the preference of the Board of Directors of the Company (the “Board”) that the Company endeavor to avoid Related Person Transactions. Nevertheless, the Board recognizes that there are situations where Related Person Transactions may be in the best interests of the Company and its stockholders, including, but not limited to, situations where the Company may obtain products or services of a nature, quantity or quality, or on terms that are not readily available from alternative sources, or when the Company provides products or services to Related Persons (as defined below) on an arm’s length basis on terms comparable to those provided to unrelated third parties or employees generally. Accordingly, the Company has adopted this Policy to complement the Company’s Code of Conduct to address the review, approval or ratification of Related Person Transactions and to assist the Company in preparing the disclosures that the Securities and Exchange Commission rules require to be included in certain filings.

Persons Covered by this Policy

This Policy applies to each of the following persons (each a “Related Person” and, collectively, “Related Persons”):

- Any director or executive officer of the Company;
- Any nominee for director;
- Any person who is known to the Company to be a shareholder that beneficially owns in excess of 5% of the Company’s common stock (a “5% Shareholder”);
- Any immediate family member of a director, nominee, executive officer or 5% Shareholder, which means any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law or sister-in-law of such director, nominee, executive officer or 5% Shareholder, and any person (other than a tenant or employee) sharing the household of such director, nominee, executive officer or 5% Shareholder; and
- Any entity with respect to which any of the foregoing persons: (i) is an employee; (ii) is a partner or principal or serves in a similar position; or (iii) has a 10% or greater beneficial ownership interest.

Transactions Covered by this Policy

A “Related Person Transaction” is a transaction, arrangement or relationship (including indebtedness), or any series of similar transactions, arrangements or relationships, in which (1) the Company (including any subsidiary or other entity controlled by the Company) was, is or will be a participant; (2) the amount involved exceeds \$120,000; and (3) any Related Person had, has or will have a direct or indirect material interest. An “indirect” interest of a Related Person in a transaction is one that arises from the person’s position or relationship with an entity that engages in the transaction.

Transactions Not Considered Related Person Transactions

The following transactions shall not be considered Related Person Transactions for purposes of this Policy:

- Transactions occurring and concluded prior to the Related Person becoming a Related Person;
- Transactions available to all Company employees generally where the amount does not exceed \$120,000;
- Transactions involving compensation to executive officers or directors for services to the Company approved by the Management Development and Compensation Committee or the Board, as the case may be.
- Charitable contributions made pursuant to the Company’s gift matching program or any charitable contribution by the Company to an established not-for-profit organization with which a Related Person is affiliated (other than as an executive officer or director), if the aggregate amount contributed in any fiscal year does not exceed the lesser of \$500,000 or two percent of the not-for-profit organization’s total annual receipts;
- Any transactions with another entity, where the Related Person’s interest in such entity arises only from (a) his or her position as a director or employee (other than an executive officer) of such entity, or (b) the ownership by such person of less than 10% equity interest in such entity, or (c) both of the foregoing;
- Any transactions involving a Related Person where the rates or charges involve or are determined by competitive bids, where services are rendered by a common or contract carrier or public utility at rates or charges fixed in conformity with law or governmental authority and, in each case, where the Related Person’s compensation is not affected by the transaction;
- Any transactions with a Related Person involving services as a bank depository of funds, transfer agent, registrar, trustee under a trust indenture or similar services; and
- Payments arising solely from ownership of the Company’s equity securities and all holders of such class of equity securities receive the same benefit on a pro rata basis.

Review, Approval or Ratification Procedures

1. Prior to entering into a potential Related Person Transaction: (a) the Related Person; (b) the director, executive officer or director nominee who is an immediate family member of the Related Person; or (c) the Company business unit leader responsible for the potential Related Person Transaction shall provide notice to the Company's Corporate Secretary of the facts and circumstances of the potential Related Person Transaction, including: (i) the Related Person's name; (ii) the Related Person's relationship to the Company and interest in the transaction; (iii) the material facts of the transaction, including the proposed aggregate dollar value of such transaction; (iv) the benefits to the Company of the transaction; (v) if applicable, the availability of other sources for comparable products or services; and (vi) an assessment of whether the transaction is on terms that are comparable to the terms available to an unrelated third party or to employees generally.

2. If the Corporate Secretary determines that the proposed transaction is a Related Person Transaction, the proposed transaction shall be submitted to the Corporate Governance Committee (the "Committee") for its review and consideration at its next regularly scheduled meeting.

3. The Committee shall consider all of the relevant facts and circumstances available to the Committee including (if applicable), but not limited to: (i) the benefits to the Company; (ii) the impact on a director's independence in the event the Related Person is a director, an immediate family member of a director, or an entity in which a director is a partner, shareholder or executive officer; (iii) the availability of other sources for comparable products or services; (iv) the terms of the transaction; and (v) the terms available to unrelated third parties or to employees generally. No member of the Committee shall participate in any review, consideration or approval of any Related Person Transaction with respect to which such member or any of his or her immediate family members is the Related Person. The Committee shall approve only those Related Person Transactions that are in, or are not inconsistent with, the best interests of the Company and its stockholders, as the Committee determines in its business judgment. The Committee shall not be required to obtain a fairness opinion or other third party support or advice regarding the fairness of the transaction. The Committee's decision shall be disclosed to the appropriate individual by the Corporate Secretary.

4. In the event the Corporate Secretary, after consultation with the Chief Executive Officer, determines it is impracticable or undesirable to wait until the next Committee meeting to consider a proposed Related Person Transaction, the Chairperson of the Committee shall be so notified and may act on behalf of the Committee by reviewing, considering and approving or disapproving the proposed Related Person Transaction in accordance with this Policy. The Chairperson shall report any such approval or disapproval to the Committee at the next Committee meeting.

5. In the event the Company becomes aware of a Related Person Transaction that has not been approved or ratified under this Policy:

(a) If the transaction is pending or ongoing, it will be submitted promptly to the Committee or Chairperson of the Committee for review, and the Committee or Chairperson shall consider all of the relevant facts and circumstances available to the Committee or the Chairperson in accordance with this Policy. Based on the conclusions reached, the Committee or the Chairperson shall evaluate all options available to the Company, including, but not limited to, ratification, amendment or termination of the Related Person Transaction; and

(b) If the transaction is already completed, the Committee or Chairperson of the Committee shall evaluate the transaction, taking into account the same factors described above, to determine if rescission of the transaction and/or any disciplinary action is appropriate, and shall request that the head of the Company's Internal Audit function evaluate the Company's controls and procedures to ascertain the reason the transaction was not submitted to the Committee or Chairperson for prior approval and whether any changes to this Policy are recommended.

6. To assist with compliance with this Policy, each director, nominee and executive officer shall provide to the Corporate Secretary annually a completed questionnaire setting forth certain businesses and other affiliations that relate to the business and activities of the Company. Each such person should also endeavor to promptly update the information provided in the questionnaire to assist in identifying businesses and affiliations that may be considered Related Persons.

7. No approval or ratification of a transaction hereunder shall be deemed to satisfy or supersede the requirements of the Company's Standards of Business Conduct that may be applicable to any Related Person and, to the extent applicable, any transactions subject to this Policy shall also be considered in light of the requirements set forth in those standards.

As adopted by the Board of Directors on August 25, 2007.