

AUTHENTEC INC
Form 4
December 11, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
HARRIS CORP /DE/

(Last) (First) (Middle)

1025 WEST NASA BOULEVARD

(Street)

MELBOURNE, FL 32919-0001

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
AUTHENTEC INC [AUTH]

3. Date of Earliest Transaction
(Month/Day/Year)
12/07/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common Stock | 12/07/2007 | | X | | 42,365 (1) | A | \$ 9 3,226,451 D |
| Common Stock | 12/07/2007 | | S | | 22,818 (1) | D | \$ 16.71 3,203,633 D |
| Common Stock | 12/07/2007 | | X | | 355,154 (2) | A | \$ 2.0048 3,558,787 D |
| Common Stock | 12/07/2007 | | S | | 42,432 (2) | D | \$ 16.78 3,516,355 D |

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

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SEC 1474 (9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-----------------------------|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Preferred Stock Purchase Warrant | \$ 9 | 12/07/2007 | | X | 42,365 | 03/14/2001 09/25/2010 | | Common Stock ⁽³⁾ | 42,365 |
| Warrant to Purchase Shares of Series C Preferred Stock | \$ 2.0048 | 12/07/2007 | | X | 355,154 | 02/24/2003 12/31/2007 | | Common Stock ⁽³⁾ | 355,154 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HARRIS CORP /DE/ 1025 WEST NASA BOULEVARD MELBOURNE, FL 32919-0001 | | | X | |

Signatures

Name: /s/ Scott T. Mikuen Title: Vice President, Associate General Counsel and Corporate Secretary Date: 12/11/2007

__Signature of Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Net exercise of Preferred Stock Purchase Warrants held by Harris Cororation resulting in a net acquisition of 19,547 shares of Common Stock.
- (2) Net exercise of Warrants to Purchase Shares of Series C Preferred Stock held by Harris Corporation resulting in a net acquisition of 312,722 shares of Common Stock.

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- (3) Upon the closing of the issuer's initial public offering on July 2, 2007, each warrant to purchase Preferred Stock automatically became a warrant to purchase Common Stock.

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.