

HARMONIC INC
Form 3
February 14, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Carrington Mark | | (Month/Day/Year) | HARMONIC INC [HLIT] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 02/08/2011 | | |
| 4300 NORTH FIRST ST. | | | (Check all applicable) | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (Street) | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| SAN JOSE,Â CAÂ 95134 | | | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | (give title below) (specify below) | |
| | | | VP of Worldwide Sales | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 448 | D | Â |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

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| | | | | Shares | | (I) (Instr. 5) | |
|--------------------------------------|---------------------------|------------|-----------------|--------|---------|-------------------|---|
| Restricted Stock Units <u>(1)</u> | 02/15/2011 ⁽²⁾ | 02/15/2014 | Common Stock | 30,000 | \$ 0 | D | Â |
| Restricted Stock Units <u>(1)</u> | 02/15/2011 ⁽²⁾ | 02/15/2014 | Common Stock | 14,000 | \$ 0 | D | Â |
| Restricted Stock Units <u>(1)</u> | 11/15/2011 ⁽³⁾ | 11/15/2014 | Common Stock | 15,000 | \$ 0 | D | Â |
| Stock Option/Right to Buy | 01/04/2011 ⁽⁴⁾ | 01/04/2017 | Common Stock | 60,000 | \$ 6.56 | D | Â |
| Stock Option/Right to Buy | 02/15/2011 ⁽⁵⁾ | 02/19/2017 | Common Stock | 26,000 | \$ 6.41 | D | Â |
| Stock Option/Right to Buy | 11/15/2011 ⁽⁵⁾ | 11/30/2017 | Common Stock | 25,000 | \$ 6.76 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Carrington Mark 4300 NORTH FIRST ST. SAN JOSE, CA 95134 | Â | Â | Â VP of Worldwide Sales | Â |

Signatures

/s/ Laura Donovan By Attorney-in-Fact: Laura
Donovan 02/14/2011

 Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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) Each restricted stock unit represents a contingent right to receive one share of Harmonic common stock.

(2) Twenty five percent of the shares subject to the restricted stock units are scheduled to vest on February 15, 2011, and twelve and one half percent of the restricted stock units are scheduled to vest on each of August 15, 2011, February 15, 2012, August 15, 2012, February 15, 2013, August 15, 2013 and February 15, 2014.

(3) Twenty five percent of the shares subject to the restricted stock units are scheduled to vest on November 15, 2011, and twelve and one half percent of the restricted stock units are scheduled to vest on each of May 15, 2012, November 15, 2012, May 15, 2013, November 15, 2013, May 15, 2014 and November 15, 2014.

(4) Twenty-five percent of the Shares subject to the Option are scheduled to vest twelve months after the Vesting Commencement Date, and one forty eighth of the Shares subject to the Option are scheduled to vest monthly thereafter.

(5) Twenty-five percent of the Shares subject to the Option were scheduled to vest twelve months after the Vesting Commencement Date, and one forty eighth of the Shares subject to the Option were scheduled to vest on the 15th day of each month thereafter.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.

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