

HARMONIC INC
Form 4
August 17, 2011

FORM 4

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

OMB APPROVAL

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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 *
Haltmayer Neven

(Last) (First) (Middle)

4300 NORTH FIRST STREET

(Street)

SAN JOSE, CA 95134

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
HARMONIC INC [HLIT]

3. Date of Earliest Transaction (Month/Day/Year)
08/15/2011

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)

Sr. Vice President, R&D

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 Ownership (Instr. 4)
			Code	V	Amount or (D) Price		
Common Stock	08/15/2011		A		5,250 (1)	A	\$ 0 46,767 D
Common Stock	08/15/2011		F		1,925 (2)	D	\$ 5.58 44,842 D
Common Stock	08/15/2011		A		5,250 (3)	A	\$ 0 50,092 D
Common Stock	08/15/2011		F		1,925 (2)	D	\$ 5.58 48,167 (4) D

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. 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)	Amount or Number of Shares
Restricted Stock Units	\$ 0	08/15/2011		M	5,250	02/15/2010 02/15/2013	Common Stock	5,250
Restricted Stock Units	\$ 0	08/15/2011		M	5,250	02/15/2011 02/15/2014	Common Stock	5,250

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Haltmayer Neven 4300 NORTH FIRST STREET SAN JOSE, CA 95134			Sr. Vice President, R&D	

Signatures

/s/ Laura Donovan By: Attorney-in-Fact Laura Donovan
Date: 08/17/2011

**Signature of Reporting Person

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).
- (1) These shares of common stock were acquired upon the vesting of restricted stock units on 8/15/2011. These restricted stock units were initially granted to Mr. Haltmayer on 2/24/2009, and were identified on a Form 4 filed by Mr. Haltmayer on 2/26/2009.
 - (2) Shares of Harmonic Inc. common stock withheld by Harmonic Inc. to satisfy tax withholding obligation upon vesting of restricted stock units.

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- (3) These shares of common stock were acquired upon the vesting of restricted stock units on 8/15/2011. These restricted stock units were initially granted to Mr. Haltmayer on 2/19/2010, and were identified on a Form 4 filed by Mr. Haltmayer on 2/23/2010.
- (4) Includes 15,750 unvested shares which remain subject to Restricted Stock Units from the Restricted Stock Unit grant that was made to Mr. Haltmayer on 2/24/2009, previously identified on a Form 4 filed 2/26/2009.

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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