

HARMONIC INC
Form 4
August 17, 2012

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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)
08/15/2012

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 (A) or (D) Price		
Common Stock	08/15/2012		A		5,250 (1) \$ 0	D	
Common Stock	08/15/2012		F		1,925 (2) \$ 4.42	D	
Common Stock	08/15/2012		A		5,250 (3) \$ 0	D	
Common Stock	08/15/2012		F		1,925 (2) \$ 4.42	D	
Common Stock	08/15/2012		A		4,063 (4) \$ 0	D	

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Common Stock 08/15/2012 F 1,490₍₂₎ D \$ 4.42 37,119 ⁽⁵⁾ D

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

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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)	Amount or Number of Shares
						Date Exercisable	Expiration Date		
Restricted Stock Units	\$ 0	08/15/2012		M	5,250	02/15/2010	02/15/2013	Common Stock	5,250
Restricted Stock Units	\$ 0	08/15/2012		M	5,250	02/15/2011	02/15/2014	Common Stock	5,250
Restricted Stock Units	\$ 0	08/15/2012		M	4,063	02/15/2012	02/15/2015	Common Stock	4,063

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 08/17/2012

____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 8/15/2012. These restricted stock units were initially granted to the Reporting Person on 2/24/2009, and were identified on a Form 4 filed by the Reporting Person 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.

(3) These shares of common stock were acquired upon the vesting of restricted stock units on 8/15/2012. These restricted stock units were initially granted to the Reporting Person on 2/19/2010, and were identified on a Form 4 filed by the Reporting Person on 2/19/2010.

(4) These shares of common stock were acquired upon the vesting of restricted stock units on 8/15/2012. These restricted stock units were initially granted to the Reporting Person on 3/4/2011, and were identified on a Form 4 filed by the Reporting Person on 3/8/2011.

(5) Beginning with the Form 4 filed by the Reporting Person on 2/26/2009, the restricted stock units granted on 2/24/2009 appeared on Table I. Footnotes in subsequent reports indicated that shares appearing on Table I included the unvested restricted stock units from the 2/24/2009 grant. Through administrative error, actual beneficial ownership from the 2009 grant has been historically overstated by 31,500 shares, and this is corrected herewith.

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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