

HARSHMAN PATRICK

Form 4

August 17, 2012

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**HARSHMAN PATRICK**

(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)

President and CEO

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Common<br>Stock                       | 08/15/2012                              |                                                             | A                                    | Amount<br>(1)<br>13,125                                                 | (A)<br>or<br>(D)<br>A \$ 0 177,181                                                                                 | D                                                                    |                                         |
| Common<br>Stock                       | 08/15/2012                              |                                                             | F                                    | (2)<br>4,814                                                            | D \$ 4.42 172,367                                                                                                  | D                                                                    |                                         |
| Common<br>Stock                       | 08/15/2012                              |                                                             | A                                    | (3)<br>13,125                                                           | A \$ 0 185,492                                                                                                     | D                                                                    |                                         |
| Common<br>Stock                       | 08/15/2012                              |                                                             | F                                    | (2)<br>4,814                                                            | D \$ 4.42 180,678                                                                                                  | D                                                                    |                                         |
| Common<br>Stock                       | 08/15/2012                              |                                                             | A                                    | (4)<br>10,000                                                           | A \$ 0 190,678                                                                                                     | D                                                                    |                                         |

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Common Stock 08/15/2012 F 3,668 (2) D \$ 4.42 187,010 (5) D

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(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) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Restricted Stock Units                     | \$ 0                                                   | 08/15/2012                           |                                                    | M                              | 13,125                                                                                  | 02/15/2010 02/15/2013                                    | Common Stock 13,125                                           |
| Restricted Stock Units                     | \$ 0                                                   | 08/15/2012                           |                                                    | M                              | 13,125                                                                                  | 02/15/2011 02/15/2014                                    | Common Stock 13,125                                           |
| Restricted Stock Units                     | \$ 0                                                   | 08/15/2012                           |                                                    | M                              | 10,000                                                                                  | 02/15/2012 02/15/2015                                    | Common Stock 10,000                                           |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |                   |       |
|-------------------------------------------------------------------|---------------|-----------|-------------------|-------|
|                                                                   | Director      | 10% Owner | Officer           | Other |
| HARSHMAN PATRICK<br>4300 NORTH FIRST STREET<br>SAN JOSE, CA 95134 | X             |           | President and CEO |       |

## 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 Mr. Harshman on 2/24/2009, and were identified on a Form 4 filed by Mr. Harshman 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 Mr. Harshman on 2/19/2010, and were identified on a Form 4 filed by Mr. Harshman on 2/23/2010.
- (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 Mr. Harshman on 3/4/2011, and were identified on a Form 4 filed by Mr. Harshman on 3/8/2011.

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 78,300 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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