

Paliwal Dinesh C
Form 4
July 06, 2010

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 *
Paliwal Dinesh C

2. Issuer Name and Ticker or Trading Symbol
HARMAN INTERNATIONAL INDUSTRIES INC /DE/ [HAR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
07/01/2010

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, CEO & President

C/O HARMAN INTERNATIONAL, 400 ATLANTIC STREET, SUITE 1500
(Street)

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

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

STAMFORD, CT 06901
(City) (State) (Zip)

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. 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) |
|---------------------------------|--------------------------------------|--|--------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 07/01/2010 | | M | 9,647 (1) | \$ 0 | D | |
| Common Stock | 07/01/2010 | | D | 9,647 | \$ 30.1 (1) | D | |
| Common Stock | 07/01/2010 | | M | 20,911 (2) | \$ 0 | D | |
| Common Stock | 07/01/2010 | | F | 6,353 | \$ 30.1 | D | |

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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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Share Units | (3) | 07/01/2010 | | M | 9,647 | (1) (1) | Common Stock | 9,647 |
| Restricted Share Units | (4) | 07/01/2010 | | M | 20,911 | (2) (2) | Common Stock | 20,911 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Paliwal Dinesh C C/O HARMAN INTERNATIONAL 400 ATLANTIC STREET, SUITE 1500 STAMFORD, CT 06901 | X | | Chairman, CEO & President | |

Signatures

Jessica Stockel, as attorney-in-fact, for Dinesh Paliwal

 **Signature of Reporting Person

07/06/2010

 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) As provided for under Mr. Paliwal's agreement with Harman dated 1/2/08, the 9,647 share units vested on July 1, 2010 and were settled for cash.
- (2) As provided for under Mr. Paliwal's agreement with Harman dated Decemer 3, 2008, the 20,911 restricted share units vested on July 1, 2010 and were settled for stock.

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- (3) Each restricted share unit represents the contingent right to receive cash equal to the value of one share of Harman common stock.
- (4) Each restricted share unit represents the contingent right to receive one share of Harman's 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.

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