HARMONIC INC Form 4 March 08, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number:

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if no longer subject to Section 16. Form 4 or Form 5

obligations

1(b).

(Last)

(Instr. 3)

may continue.

Check this box

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 See Instruction

(Print or Type Responses)

1. Name and Address of Reporting Person * Haltmayer Neven

(First)

(Middle)

4300 NORTH FIRST STREET

(Street)

SAN JOSE, CA 95134

2. Issuer Name and Ticker or Trading Symbol

HARMONIC INC [HLIT]

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

03/04/2011

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

Director 10% Owner X_ Officer (give title Other (specify below) below)

Vice President, R&D

6. Individual or Joint/Group Filing(Check Applicable Line)

X 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

(City) (State) (Zip)

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year)

Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

Code V Amount (D) Price

(A)

5. Amount of Securities Beneficially Owned Following Reported

Transaction(s) (Instr. 3 and 4)

6. Ownership Form: Direct (T) (Instr. 4)

7. Nature of Indirect (D) or Indirect Beneficial Ownership

(Instr. 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Conversion

or Exercise

Security

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount Underlying Securiti (Instr. 3 and 4)

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	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Restricted Stock Units (1)	\$ 0	03/04/2011		A		32,500		02/15/2012(2)	02/15/2015	Common Stock	32,5
Right to buy	\$ 9.69	03/04/2011		A		65,000		02/15/2012(3)	02/15/2015	Common Stock	65,0

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Haltmayer Neven

4300 NORTH FIRST STREET Vice President, R&D

SAN JOSE, CA 95134

Signatures

/s/ Laura Donovan By Attorney-in-Fact: Laura
Donovan

03/08/2011

**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) Each restricted stock unit represents a contingent right to receive one share of Harmonic common stock.
- Twenty five percent of the shares subject to the restricted stock units are scheduled to vest on February 15, 2012, and twelve and one half (2) percent of the restricted stock units are scheduled to vest on each of August 15, 2012, February 15, 2013, August 15, 2013, February 15, 2014, August 15, 2014 and February 15, 2015.
- (3) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2