Edgar Filing: HARMONIC INC - Form 4

HARMONIC IN Form 4	С											
March 19, 2013										PPROVAL		
	UNITED	STATES		RITIES A			GE (COMMISSIO	N OMB Number:	3235-028	7	
Check this box if no longer subject to Section 16. SECURITIES								Estimated burden ho response	urs per	15		
(Print or Type Respo	nses)											
1. Name and Address of Reporting Person <u>*</u> COVERT HAROLD L			2. Issuer Name and Ticker or Trading Symbol HARMONIC INC [HLIT]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) (First) (Middle) 4300 NORTH FIRST STREET			3. Date of Earliest Transaction (Month/Day/Year) 03/15/2013				X_ Director 10% Owner Officer (give title Other (specify below) below)					
(Street) SAN JOSE, CA 95134			4. If Amendment, Date Original Filed(Month/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 					
		(Zip)						Person				
		-						quired, Disposed		-		
	ansaction Date hth/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	3. Transactic Code (Instr. 8) Code V	Dispose (Instr. 3	d (A) or d of (D) , 4 and 5) (A) or		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 Indirect Beneficial Ownership (Instr. 4)		
Reminder: Report or	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative	Expiration Date	Underlying Securitie
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)		

	Derivative Security				or Dispose (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	03/15/2013	А		19,031		02/15/2014 <u>(2)</u>	02/15/2014	Common Stock	19,0

Reporting Owners

Reporting Owner Name / Address	Relationships								
	Director	10% Owner	Officer	Other					
COVERT HAROLD L 4300 NORTH FIRST STREET SAN JOSE, CA 95134	Х								
Signatures									
/s/ Laura Donovan By Attorney- Donovan		03/19/2013							
**Signature of Reporting F		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.
- (2) The shares subject to these restricted stock units are scheduled to vest in full in one installment on February 15, 2014. Vested shares will be delivered to the reporting person on or immediately following February 15, 2014.

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.