

HARMONIC INC

Form 4

August 19, 2013

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)

08/15/2013

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	08/15/2013		M	(A) or (D) 5,250 (1)	\$ 0 5,857	D	
Common Stock	08/15/2013		F	(A) or (D) 1,972 (2)	\$ 7.6 3,885	D	
Common Stock	08/15/2013		M	(A) or (D) 4,062 (3)	\$ 0 7,947	D	
Common Stock	08/15/2013		F	(A) or (D) 1,526 (2)	\$ 7.6 6,421	D	
Common Stock	08/15/2013		M	(A) or (D) 5,625 (4)	\$ 0 12,046	D	

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Common Stock 08/15/2013 F 2,113
(2) D \$ 7.6 9,933 D

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

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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	08/15/2013		M	5,250	02/15/2011 02/15/2014	Common Stock 5,250
Restricted Stock Units	\$ 0	08/15/2013		M	4,062	02/15/2012 02/15/2015	Common Stock 4,062
Restricted Stock Units	\$ 0	08/15/2013		M	5,625	02/15/2013 02/15/2016	Common Stock 5,625

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

08/19/2013

**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 8/15/2013. 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 2/23/2010.
- (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 8/15/2013. 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.
- (4) These shares of common stock were acquired upon the vesting of restricted stock units on 8/15/2013. These restricted stock units were initially granted to the Reporting Person on 2/28/2012, and were identified on a Form 4 filed by the Reporting Person on 3/1/2012.

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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