

HARMONIC INC
Form 4
February 17, 2012

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)
02/15/2012

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)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 02/15/2012 | | A | | 5,250 (1) \$ 0 | D | |
| Common Stock | 02/15/2012 | | F | | 1,925 (2) \$ 6.27 | D | |
| Common Stock | 02/15/2012 | | A | | 5,250 (3) \$ 0 | D | |
| Common Stock | 02/15/2012 | | F | | 2,077 (2) \$ 6.27 | D | |
| Common Stock | 02/15/2012 | | A | | 8,126 (4) \$ 0 | D | |

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 2/15/2012. These restricted stock units were initially granted to Mr. Haltmayer on 2/24/2009, and were identified on a Form 4 filed by Mr. Haltmayer 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 2/15/2012. These restricted stock units were initially granted to Mr. Haltmayer on 2/19/2010, and were identified on a Form 4 filed by Mr. Haltmayer on 2/23/2010.
- (4) These shares of common stock were acquired upon the vesting of restricted stock units on 2/15/2012. These restricted stock units were initially granted to Mr. Haltmayer on 3/4/2011, and were identified on a Form 4 filed by Mr. Haltmayer on 3/8/2011.
- (5) Includes 10,500 unvested shares which remain subject to Restricted Stock Units from the Restricted Stock Unit grant that was made to Mr. Haltmayer on 2/24/2009, previously identified on a Form 4 filed 2/26/2009.

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.