

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 \*  
Carrington Mark

(Last) (First) (Middle)  
4300 NORTH FIRST ST.  
(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. VP of Worldwide Sales

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		3,600 (1) \$ 0	D	
Common Stock	02/15/2012		F		1,320 (2) \$ 6.27	D	
Common Stock	02/15/2012		A		1,750 (3) \$ 0	D	
Common Stock	02/15/2012		F		641 (2) \$ 6.27	D	
Common Stock	02/15/2012		A		7,500 (4) \$ 0	D	

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Common Stock      02/15/2012      F      3,071  
(2)      D      \$ 6.27      21,670 (5)      D

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)	Amount or Number of Shares
Restricted Stock Units	\$ 0	02/15/2012		M	3,600	02/15/2011 02/15/2014	Common Stock	3,600
Restricted Stock Units	\$ 0	02/15/2012		M	1,750	02/15/2011 02/15/2014	Common Stock	1,750
Restricted Stock Units	\$ 0	02/15/2012		M	7,500	02/15/2012 02/15/2015	Common Stock	7,500

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director    10% Owner    Officer    Other

Carrington Mark  
4300 NORTH FIRST ST.  
SAN JOSE, CA 95134

Sr. VP of Worldwide Sales

## Signatures

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

02/17/2012

\*\*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 2/15/2012. These restricted stock units were initially granted to Mr. Carrington on 1/4/2010, and were identified on a Form 3 filed by Mr. Carrington on 2/14/2011.
- (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. Carrington on 2/19/2010, and were identified on a Form 3 filed by Mr. Carrington on 2/14/2011.
- (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. Carrington on 3/4/2011, and were identified on a Form 4 filed by Mr. Carrington on 3/8/2011.
- (5) Includes 324 shares of common stock acquired in the company's Section 16-b exempt employee stock purchase plan on 1/3/2012.

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.