

HARMAN INTERNATIONAL INDUSTRIES INC /DE/
 Form 4
 March 15, 2017

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 *
KOROLOGOS ANN MCLAUGHLIN

(Last) (First) (Middle)

400 ATLANTIC STREET, SUITE 1500

(Street)

STAMFORD, CT 06901

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
HARMAN INTERNATIONAL INDUSTRIES INC /DE/ [HAR]

3. Date of Earliest Transaction (Month/Day/Year)
 03/10/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 or Price | | |
| Common Stock | 03/10/2017 ⁽¹⁾ | | M | | 1,231 <u>(1)</u> | A | \$ 0 22,300 D |
| Common Stock | 03/10/2017 ⁽¹⁾ | | M | | 5,000 <u>(1)</u> | A | \$ 74 27,300 D |
| Common Stock | 03/10/2017 ⁽¹⁾ | | D | | 6,231 <u>(1)</u> | D | \$ 112 21,069 D |
| Common Stock | 03/10/2017 ⁽¹⁾ | | D | | 21,069 <u>(1)</u> | D | \$ 112 0 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 (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) | 8. Pr Deriv Secur (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|------------------------------------|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |
| Restricted Share Unit | (2) | 03/10/2017 | | M | 1,231 | (2) | (2) | Common Stock | 1,231 |
| Stock Option (right to buy) | \$ 74 (3) | 03/10/2017 | | M | 5,000 | (3) | (3) | Common Stock | 5,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| KOROLOGOS ANN MCLAUGHLIN 400 ATLANTIC STREET, SUITE 1500 STAMFORD, CT 06901 | | | | |

Signatures

Marisa Iasenza, as attorney-in-fact, for Ann McLaughlin
Korologos
03/14/2017

**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).

On November 14, 2016, Harman International Industries, Inc. (the "Issuer") entered into an Agreement and Plan of Merger (the "Merger Agreement"), by and among Samsung Electronics Co., Ltd., Samsung Electronics America, Inc. ("Samsung USA"), Silk Delaware, Inc., a wholly owned subsidiary of Samsung USA ("Merger Sub"). Upon completion of the merger of the Issuer and Merger Sub (the "Closing"), the Reporting Person's shares of the Issuer's common stocks, shares of restricted stock units ("RSUs") and stock options were converted into the right to receive \$112 in cash, without interest, (the "Merger Consideration").

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- (2) Upon the Closing, all unvested RSUs held by the Reporting Person were cancelled and converted into the right to receive an amount of cash equal to the number of shares at the Merger Consideration of \$112 per share.
- (3) Upon the Closing, all vested Stock Options held by the Reporting Person were cancelled and converted into the right to receive an amount per share of common stock equal to \$112 less the exercise price for such option.

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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