

HARMAN INTERNATIONAL INDUSTRIES INC /DE/
 Form 4
 June 04, 2008

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 *
HARMAN SIDNEY

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
**3550 WILLIAMSBURG LANE,
 NW**

3. Date of Earliest Transaction
 (Month/Day/Year)
05/16/2008

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

(Street)
WASHINGTON, DC 20008

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 or 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)
			Code	V	Amount	Price	
Common Stock	05/16/2008		M		193,628	\$ 15.6875	A 2,034,068 I By Trusts (1)
Common Stock	05/16/2008		F		56,542	\$ 43.37	D 1,977,526 I By Trusts (2)
Common Stock	05/16/2008		F		70,038	\$ 43.37	D 1,907,488 I By Trusts (3)
Common Stock	05/16/2008		M		154,560	\$ 11	A 2,062,048 I By Trusts (1)
Common Stock	05/16/2008		F		52,776	\$ 43.37	D 2,009,272 I By Trusts (2)

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Common Stock	05/16/2008	F	39,202	D	\$ 43.37	1,970,070	I	By Trusts <u>(3)</u>
Common Stock	05/16/2008	M	145,854	A	\$ 24.115	2,115,924	I	By Trusts <u>(1)</u>
Common Stock	05/16/2008	F	29,625	D	\$ 43.37	2,086,299	I	By Trusts <u>(2)</u>
Common Stock	05/16/2008	F	81,100	D	\$ 43.37	2,005,199	I	By Trusts <u>(3)</u>
Common Stock	05/16/2008	M	144,578	A	\$ 18.445	2,149,777	I	By Trusts <u>(1)</u>
Common Stock	05/16/2008	F	38,013	D	\$ 43.37	2,111,764	I	By Trusts <u>(2)</u>
Common Stock	05/16/2008	F	61,489	D	\$ 43.37	2,050,275	I	By Trusts <u>(3)</u>
Common Stock	05/16/2008	M	6,372	A	\$ 15.6875	2,056,647	I	By Trusts <u>(1)</u>
Common Stock	05/16/2008	F	2,305	D	\$ 43.37	2,054,342	I	By Trusts <u>(3)</u>
Common Stock	05/16/2008	M	45,440	A	\$ 11	2,099,782	I	By Trusts <u>(1)</u>
Common Stock	05/16/2008	F	11,526	D	\$ 43.37	2,088,256	I	By Trusts <u>(3)</u>
Common Stock	05/16/2008	M	5,422	A	\$ 18.445	2,093,678	I	By Trusts <u>(1)</u>
Common Stock	05/16/2008	F	2,306	D	\$ 43.37	2,091,372	I	By Trusts <u>(3)</u>
Common Stock	05/16/2008	M	4,146	A	\$ 24.115	2,095,518	I	By Trusts <u>(1)</u>
Common Stock	05/16/2008	F	2,306	D	\$ 43.37	2,093,212	I	By Trusts <u>(3)</u>
Common Stock						409,446	I	By Wife's Trust <u>(4)</u>

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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 Number Shares
Employee Stock Option (right to buy)	\$ 24.115	05/16/2008		M		150,000		(5)	09/24/2012	Common Stock	150,000
Employee Stock Option (right to buy)	\$ 15.6875	05/16/2008		M		200,000		(6)	08/07/2010	Common Stock	200,000
Employee Stock Option (right to buy)	\$ 11	05/16/2008		M		200,000		(7)	07/30/2009	Common Stock	200,000
Employee Stock Option (right to buy)	\$ 18.445	05/16/2008		M		150,000		(8)	08/07/2011	Common Stock	150,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HARMAN SIDNEY 3550 WILLIAMSBURG LANE, NW WASHINGTON, DC 20008		X		

Signatures

/s/ Cherie Curry, as attorney in fact, for Sidney Harman 06/04/2008

**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).

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After giving effect to the reported transactions, includes 1,762,632 shares held in the Sidney Harman 1987 Revocable Trust. Of these shares, 409,446 shares were later transferred to a new trust for which Dr. Harman serves as the sole trustee. In addition includes 171,164

- (1) shares held in the Sidney Harman Charitable Remainder Trust for which Dr. Harman has sole dispositive power and sole voting power and 154,416 shares held in an irrevocable trust for various family members for which Dr. Harman has sole voting power but shared dispositive power.
- (2) Shares withheld to satisfy tax withholding obligations.
- (3) Shares from the Sidney Harman 1987 Revocable Trust that were delivered to the company to cover the exercise price of Dr. Harman's stock options.
- (4) Dr. Harman disclaims beneficial ownership of the 409,446 shares owned by his wife.
- (5) The option vested in five equal annual increments commencing 9/24/2003.
- (6) The option vested in five equal annual increments commencing 8/7/2001.
- (7) The option vested in five equal annual increments commencing 7/30/2000.
- (8) The option vested in five equal annual increments commencing 8/7/2002.

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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