

HARMAN INTERNATIONAL INDUSTRIES INC /DE/
 Form 5
 August 14, 2008

FORM 5

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 Paliwal Dinesh C

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 06/30/2008

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman, CEO & President

C/O HARMAN INTERNATIONAL, 1101 PENNSYLVANIA AVE., NW #1010

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

WASHINGTON 20004

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	03/01/2008		M4 ⁽¹⁾	2,770	A	\$ 0 (1)	67,349	D	
Common Stock	03/01/2008		D4	2,770	D	\$ 41.2 (1)	64,579	D	
	03/01/2008		M4 ⁽²⁾	32,291	A		96,870	D	

Common Stock						\$ 0 (2)			
Common Stock	03/01/2008	Â	D4	32,291	D	\$ 0 (2)	64,579	D	Â

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 Security (Instr. 3 and 4)	Amount or Number of Shares
					(A)	(D)	Date Exercisable	Expiration Date	Title	
Restricted Share Units	Â	01/02/2008	Â	A4	34,608	Â	Â (4)	Â (4)	Common Stock	34,608
Restricted Share Units	Â	03/01/2008	Â	M4	2,770	Â	Â (1)	Â (1)	Common Stock	2,770
Restricted Share Units	Â	03/01/2008	Â	M4	32,291	Â	Â (2)	Â (2)	Common Stock	32,291

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Paliwal Dinesh C C/O HARMAN INTERNATIONAL 1101 PENNSYLVANIA AVE., NW #1010 WASHINGTON, DC 20004	Â X	Â	Â Chairman, CEO & President	Â

Signatures

/s/ Cherie Curry, as attorney in fact for Dinesh Paliwal

08/14/2008

__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).

- (1) As provided for under Mr. Paliwal's award agreement, the 2,770 restricted share units vested on March 1, 2008 and were settled for cash. The restricted share units vested on March 1, 2008, at which time Mr. Paliwal received a cash payment of \$3,875,000. Mr. Paliwal's
- (2) award agreement entitled him to a cash payment upon vesting equal to the greater of the fair market value of the restricted share units or \$3,875,000.
- (3) Each restricted share unit represents a contingent right to receive one share of Harman common stock or cash equal to the value of one share of Harman common stock or another specified amount.
- (4) Of the 34,608 restricted share units, (1) 8,039 vest on July 1, 2010, (2) 9,954 vest on March 1, 2010, (3) 8,039 vest 20% annually beginning January 2, 2009, (4) 2,770 vested on March 1, 2008 and (5) 2,903 vest on each of March 1, 2009 and 2010.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.