

HARMONIC INC  
Form 4/A  
May 20, 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 \*  
**HARSHMAN PATRICK**

(Last) (First) (Middle)  
549 BALTIC WAY  
(Street)

SUNNYVALE, CA 94089

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**HARMONIC INC [HLIT]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/15/2008

4. If Amendment, Date Original Filed(Month/Day/Year)  
05/16/2008

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
|                                 |                                      |                                                    |                                | (A) or (D)                                                        | Price                                                                                         |                                                          |                                   |
| Common Stock                    | 05/16/2008                           | 05/16/2008                                         | M                              | 10,000                                                            | A \$ 7.8125                                                                                   | 30,000                                                   | D                                 |
| Common Stock                    | 05/16/2008                           | 05/16/2008                                         | S                              | 10,000                                                            | D \$ 8.51                                                                                     | 20,000                                                   | D                                 |
| Common Stock                    | 05/16/2008                           | 05/16/2008                                         | M                              | 8,674                                                             | A \$ 3.46                                                                                     | 28,674                                                   | D                                 |
| Common Stock                    | 05/16/2008                           | 05/16/2008                                         | M                              | 1,326                                                             | A \$ 5.86                                                                                     | 30,000                                                   | 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 Underlying Security (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------|
| Right to buy                               | \$ 7.8125                                              | 05/16/2008                           | 05/16/2008                                         | M                              | 10,000                                                                                  | 06/08/1999 06/08/2008                                    | Common Stock                                      |
| Right to buy                               | \$ 3.46                                                | 05/16/2008                           | 05/16/2008                                         | M                              | 8,674                                                                                   | 01/28/2004 01/28/2013                                    | Common Stock                                      |
| Right to buy                               | \$ 5.86                                                | 05/16/2008                           | 05/16/2008                                         | A                              | 1,326                                                                                   | 05/03/2006 05/03/2015                                    | Common Stock                                      |
| Right to Buy                               | \$ 8.17                                                | 05/15/2008                           |                                                    | A                              | 200,000                                                                                 | 04/01/2009 <sup>(1)</sup> 05/15/2015                     | Common Stock                                      |

## Reporting Owners

| Reporting Owner Name / Address                            | Relationships |           |                   |       |
|-----------------------------------------------------------|---------------|-----------|-------------------|-------|
|                                                           | Director      | 10% Owner | Officer           | Other |
| HARSHMAN PATRICK<br>549 BALTIC WAY<br>SUNNYVALE, CA 94089 | X             |           | President and CEO |       |

## Signatures

/s/ Laura Donovan By Attorney-in-Fact: Laura Donovan 05/20/2008

\*\*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) Twenty-five percent of the Shares subject to the Option vest twelve months after the Vesting Commencement Date, and 1/48 of the Shares subject to the Option vest each month thereafter.

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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