

HARMONIC INC  
Form 3  
February 14, 2011

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â Carrington Mark</p> <p>(Last) (First) (Middle)</p> <p>4300 NORTH FIRST ST.</p> <p>(Street)</p> <p>SAN JOSE,Â CAÂ 95134</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>02/08/2011</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>HARMONIC INC [HLIT]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p>___ Director ___ 10% Owner  <input checked="" type="checkbox"/> Officer ___ Other                  (give title below) (specify below)                  VP of Worldwide Sales</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person                  ___ Form filed by More than One Reporting Person</p>
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	448	D	Â

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

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				Shares		(I) (Instr. 5)	
Restricted Stock Units <u>(1)</u>	02/15/2011 <sup>(2)</sup>	02/15/2014	Common Stock	30,000	\$ 0	D	Â
Restricted Stock Units <u>(1)</u>	02/15/2011 <sup>(2)</sup>	02/15/2014	Common Stock	14,000	\$ 0	D	Â
Restricted Stock Units <u>(1)</u>	11/15/2011 <sup>(3)</sup>	11/15/2014	Common Stock	15,000	\$ 0	D	Â
Stock Option/Right to Buy	01/04/2011 <sup>(4)</sup>	01/04/2017	Common Stock	60,000	\$ 6.56	D	Â
Stock Option/Right to Buy	02/15/2011 <sup>(5)</sup>	02/19/2017	Common Stock	26,000	\$ 6.41	D	Â
Stock Option/Right to Buy	11/15/2011 <sup>(5)</sup>	11/30/2017	Common Stock	25,000	\$ 6.76	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Carrington Mark 4300 NORTH FIRST ST. SAN JOSE, CA 95134	Â	Â	Â VP of Worldwide Sales	Â

## Signatures

/s/ Laura Donovan By Attorney-in-Fact: Laura  
Donovan 02/14/2011

Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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) Each restricted stock unit represents a contingent right to receive one share of Harmonic common stock.  
Twenty five percent of the shares subject to the restricted stock units are scheduled to vest on February 15, 2011, and twelve and one half percent of the restricted stock units are scheduled to vest on each of August 15, 2011, February 15, 2012, August 15, 2012, February 15, 2013, August 15, 2013 and February 15, 2014.
- (3) Twenty five percent of the shares subject to the restricted stock units are scheduled to vest on November 15, 2011, and twelve and one half percent of the restricted stock units are scheduled to vest on each of May 15, 2012, November 15, 2012, May 15, 2013, November 15, 2013, May 15, 2014 and November 15, 2014.
- (4) Twenty-five percent of the Shares subject to the Option are scheduled to vest twelve months after the Vesting Commencement Date, and one forty eighth of the Shares subject to the Option are scheduled to vest monthly thereafter.
- (5) Twenty-five percent of the Shares subject to the Option were scheduled to vest twelve months after the Vesting Commencement Date, and one forty eighth of the Shares subject to the Option were scheduled to vest on the 15th day of 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. 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.