Edgar Filing: AVER CAROLYN V - Form 4

AVER CAROL Form 4	YNV								
March 01, 2012									
FORM 4		STATES	SECU	RITIFS /	ND FY	CHANGE	E COMMISSIO	NT.	PPROVAL
	UNITED	STATES		shington				N OMB Number:	3235-0287
Check this bo if no longer			Expires:	January 31,					
subject to Section 16. Form 4 or Form 5	STATEN		NGES IN SECUI 16(a) of th	Estimated burden hou response	urs per				
obligations may continue <i>See</i> Instruction 1(b).	Section 17(a) of the l	Public U	Itility Hol	ding Co		of 1935 or Secti		
(Print or Type Resp	oonses)								
1. Name and Addr AVER CAROL		Person <u>*</u>	Symbol	er Name an IONIC IN		-	5. Relationship Issuer	of Reporting Per eck all applicabl	
(Last)	(First) (I	Middle)	3. Date of	of Earliest T	ransaction		(Ch	eek an applicabl	6)
4300 NORTH 1	(Month/Day/Year) 02/28/2012			Director 10% Owner X_ Officer (give title Other (specify below) below) Chief Financial Officer					
	4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person					
SAN JOSE, CA	A 95134						Form filed by Person	More than One R	eporting
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned
	`ransaction Date onth/Day/Year)		Date, if	3. Transactic Code (Instr. 8) Code V	Disposed (Instr. 3,	(A) or of (D)	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 Indirect Beneficial Ownership (Instr. 4)
Domindar: Donort	on a concrata line	for each al	ass of soo	uritias hono	ficially on	nad diraatly	orindiractly		
Reminder: Report of	on a separate fille				Perso inforr requi	ons who res nation con red to resp ays a curre	spond to the collection tained in this form ond unless the fo ntly valid OMB co	n are not rm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securitie
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed ((D) (Instr. 3, 4, and 5)				
				Code V	(A) (I	D) Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Restricted Stock Units (1)	\$ 0	02/28/2012		А	55,000	02/15/2013 <u>(2)</u>	02/15/2016	Common Stock	55,0
Right to buy	\$ 6.14	02/28/2012		А	90,000	02/15/2013(3)	02/28/2019	Common Stock	90,0

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
AVER CAROLYN V 4300 NORTH FIRST STREET SAN JOSE, CA 95134			Chief Financial Officer				
Signatures							
/s/ Laura Donovan By Attorney-i Donovan	ney-in-Fact: Laura 03/01/2012						
**Signature of Reporting P	erson		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) 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, 2013, and twelve and one half
 (2) percent of the restricted stock units are scheduled to vest on each of August 15, 2013, February 15, 2014, August 15, 2014, February 15, 2015, August 15, 2015 and February 15, 2016.
- (3) 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.

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.