HARMONIC INC Form 4 June 14, 2013

FORM 4

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

Check this box

if no longer subject to Section 16. Form 4 or

Form 5 obligations

may continue. See Instruction

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(b).

1. Name and Address of Reporting Person * Stromeyer George

(Middle) (Last) (First)

(Street)

4300 NORTH FIRST STREET

SAN JOSE, CA 95134

2. Issuer Name and Ticker or Trading

Symbol

HARMONIC INC [HLIT] 3. Date of Earliest Transaction

(Month/Day/Year) 06/14/2013

4. If Amendment, Date Original

Filed(Month/Day/Year)

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

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January 31,

2005

0.5

5. Relationship of Reporting Person(s) to Issuer

below)

(Check all applicable)

Director 10% Owner X_ Officer (give title Other (specify

SVP of Worldwide Sales

6. Individual or Joint/Group Filing(Check

Applicable Line)

X 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)

(Month/Day/Year)

2. Transaction Date 2A. Deemed Execution Date, if

3. (Month/Day/Year)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

Code V Amount (D) Price

(A)

5. Amount of Owned

Securities Beneficially Following Reported Transaction(s)

(Instr. 3 and 4)

6. Ownership Form: Direct (D) or Indirect Beneficial (I) (Instr. 4)

7. Nature of Indirect Ownership (Instr. 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if any

5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Am Underlying Sec (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) of Disposed of (I (Instr. 3, 4, and 5)	D)			
				Code V	(A) (I	D) Date Exercisable	Expiration Date	Title	1
Stock option/Right to buy	\$ 6.13	06/14/2013		A	100,000	06/03/2014(1)	06/14/2020	Common Stock	
Restricted Stock Units	\$ 0	06/14/2013		A	60,000	06/03/2014(3)	06/03/2015	Common Stock	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Stromeyer George

4300 NORTH FIRST STREET SVP of Worldwide Sales

SAN JOSE, CA 95134

Signatures

/s/ Laura Donovan By: Attorney-in-Fact Laura
Donovan

06/14/2013

**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).
- One third (33.33%) of the Shares subject to the Option are scheduled to vest on June 3, 2014, and the remaining Shares subject to the Option are scheduled to vest in equal monthly installments over the following two (2) year period.
- (2) Each restricted stock unit represents a contingent right to receive one share of Harmonic common stock.
- (3) Fifty percent of the shares subject to the restricted stock units are scheduled to vest on June 3, 2014, and the remaining fifty percent of the restricted stock units are scheduled to vest in full on June 3, 2015.

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.

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