

HARSHMAN PATRICK  
Form 4  
February 16, 2011

**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)  
4300 NORTH FIRST STREET  
(Street)

SAN JOSE, CA 95134

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/15/2011

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

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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount or Price                                                                               |                                                          |                                   |
| Common Stock                    | 02/15/2011                           |                                                    | A                              |                                                                   | 26,250<br>(1)                                                                                 | A                                                        | \$ 0 178,812 D                    |
| Common Stock                    | 02/15/2011                           |                                                    | F                              |                                                                   | 9,628<br>(2)                                                                                  | D                                                        | \$ 9.63 169,184 D                 |
| Common Stock                    | 02/15/2011                           |                                                    | A                              |                                                                   | 13,125<br>(3)                                                                                 | A                                                        | \$ 0 182,309 D                    |
| Common Stock                    | 02/15/2011                           |                                                    | F                              |                                                                   | 5,093<br>(2)                                                                                  | D                                                        | \$ 9.63 177,216 (4) D             |

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

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**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 Securities (Instr. 3 and 4) |              |                            |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------|----------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable                                         | Expiration Date                                               | Title        | Amount or Number of Shares |
| Restricted Stock Units                     | \$ 0                                                   | 02/15/2011                           |                                                    | M                              | 26,250                                                                                  | 02/15/2011                                               | 02/15/2014                                                    | Common Stock | 26,250                     |
| Restricted Stock Units                     | \$ 0                                                   | 02/15/2011                           |                                                    | M                              | 13,125                                                                                  | 02/15/2010                                               | 02/15/2013                                                    | Common Stock | 13,125                     |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |                   |       |
|-------------------------------------------------------------------|---------------|-----------|-------------------|-------|
|                                                                   | Director      | 10% Owner | Officer           | Other |
| HARSHMAN PATRICK<br>4300 NORTH FIRST STREET<br>SAN JOSE, CA 95134 | X             |           | President and CEO |       |

## Signatures

/s/ Laura Donovan By Attorney-in-Fact: Laura Donovan  
Date: 02/16/2011

\*\*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) These shares of common stock were acquired upon the vesting of restricted stock units on 2/15/2011. These restricted stock units were initially granted to the Reporting Person on 2/19/2010, and were identified on a Form 4 filed by the Reporting Person on 2/19/2010.
  - (2) Shares of Harmonic Inc. common stock withheld by Harmonic Inc. to satisfy tax withholding obligation upon vesting of restricted stock units.
  - (3) These shares of common stock were acquired upon the vesting of restricted stock units on 2/15/2011. These restricted stock units were initially granted to the Reporting Person on 2/24/2009, and were identified on a Form 4 filed by the Reporting Person on 2/26/2009.

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- (4) Includes 52,500 unvested shares which remain subject to Restricted Stock Units from the Restricted Stock Unit grant that was made to Mr. Harshman on 2/24/2009, previously identified on a Form 4 filed 2/26/2009.

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.