## Edgar Filing: HARMONIC INC - Form 4

HARMONIC Form 4 March 01, 201									
FORM	Л								PPROVAL
<b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b> Washington, D.C. 20549								N OMB Number:	3235-0287
Check this if no longe subject to Section 16 Form 4 or Form 5	er STATEN								
obligations may contir <i>See</i> Instruc 1(b).	Section 17(	a) of the l	Public U	Itility Hol	ding Con		of 1935 or Secti		
(Print or Type Re	esponses)								
1. Name and Ad Carrington M	ldress of Reporting Iark	Person <u>*</u>	Symbol	er Name <b>an</b> IONIC IN			5. Relationship o Issuer	of Reporting Per	
(Last)	(First) (I	Middle)	3. Date of Earliest Transaction						
4300 NORTH FIRST ST.			(Month/Day/Year) 02/28/2012			Director       10% Owner        X Officer (give title       Other (specify below)         below)       below)         Sr. VP of Worldwide Sales			
SAN JOSE, O	4. If Amendment, Date Original Filed(Month/Day/Year)			<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting Person</li> </ul>					
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Securities A	Acquired, Disposed	of or Beneficia	llv Owned
	. Transaction Date Month/Day/Year)	2A. Deeme Execution any (Month/Da	ed Date, if	3.	4. Securiti onAcquired Disposed (Instr. 3, 4	(A) or of (D) and 5) (A)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect
				Code V	Amount	or (D) Price	(Instr. 3 and 4)		
Reminder: Repo	rt on a separate line	e for each cl	ass of sec	urities bene	-	-	-		
					inform requir	nation cont ed to resp ys a curre	spond to the colle tained in this forn 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 of (D) (Instr. 3, 4, and 5)				
				Code V	(A) (D	) Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Restricted Stock Units <u>(1)</u>	\$ 0	02/28/2012		А	45,000	02/15/2013(2)	02/15/2016	Common Stock	45,0
Right to buy	\$ 6.14	02/28/2012		А	80,000	02/15/2013(3)	02/28/2019	Common Stock	80,0

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships							
	Director	10% Owner	Officer	Other				
Carrington Mark 4300 NORTH FIRST ST. SAN JOSE, CA 95134			Sr. VP of Worldwide Sales					
Signatures								
/s/ Laura Donovan By Attorney Donovan	/-in-Fact:	Laura	03/01/2012					
**Signature of Reporting	g 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) 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.