

HARMONIC INC
Form 4
February 18, 2015

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
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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
AVER CAROLYN V

(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)
02/15/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Chief Financial Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/15/2015		M	(A) or (D) Amount (1) 5,000	\$ 0	30,624	D
Common Stock	02/15/2015		F	(2) 2,179	\$ 7.9	28,445	D
Common Stock	02/15/2015		M	(3) 6,875	\$ 0	35,320	D
Common Stock	02/15/2015		F	(2) 2,705	\$ 7.9	32,615	D
Common Stock	02/15/2015		M	(4) 6,875	\$ 0	39,490	D

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Common Stock	02/15/2015	F	<u>2,527</u> (2)	D	\$ 7.9	36,963	D
Common Stock	02/15/2015	M	<u>14,000</u> (5)	A	\$ 0	50,963	D
Common Stock	02/15/2015	F	<u>5,261</u> (2)	D	\$ 7.9	45,702	D

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

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(9-02)

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	02/15/2015		M	5,000	02/15/2012 02/15/2015	Common Stock 5,000
Restricted Stock Units	\$ 0	02/15/2015		M	6,875	02/15/2013 02/15/2016	Common Stock 6,875
Restricted Stock Units	\$ 0	02/15/2015		M	6,875	02/15/2014 02/15/2015	Common Stock 6,875
Restricted Stock Units	\$ 0	02/15/2015		M	14,000	02/15/2015 02/15/2016	Common Stock 14,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
AVER CAROLYN V 4300 NORTH FIRST STREET	Chief Financial Officer

SAN JOSE, CA 95134

Signatures

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

02/18/2015

__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 2/15/2015. These restricted stock units were initially granted to the Reporting Person on 3/4/2011, and were identified on a Form 4 filed by the Reporting Person on 3/8/2011.
- (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 2/15/2015. These restricted stock units were initially granted to the Reporting Person on 2/28/2012, and were identified on a Form 4 filed by the Reporting Person on 3/1/2012.
- (4) These shares of common stock were acquired upon the vesting of restricted stock units on 2/15/2015. These restricted stock units were initially granted to the Reporting Person on 3/15/2013, and were identified on a Form 4 filed by the Reporting Person on 3/19/2013.
- (5) These shares of common stock were acquired upon the vesting of restricted stock units on 2/15/2015. These restricted stock units were initially granted to the Reporting Person on 3/14/2014, and were identified on a Form 4 filed by the Reporting Person on 3/18/2014.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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