HARMONIC INC Form 4 February 17, 2012

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * Carrington Mark

(First)

2. Issuer Name and Ticker or Trading

Symbol

HARMONIC INC [HLIT]

02/15/2012

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

4300 NORTH FIRST ST.

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

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

Sr. VP of Worldwide Sales

(Street) 4. If Amendment, Date Original

(Middle)

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

SAN JOSE, CA 95134

(City)	(State)	(Zip) 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 action(A) or Disposed of (D) 8) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Common Stock	02/15/2012		A	3,600 (1)	A	\$0	17,128	D		
Common Stock	02/15/2012		F	1,320 (2)	D	\$ 6.27	15,808	D		
Common Stock	02/15/2012		A	1,750 (3)	A	\$0	17,558	D		
Common Stock	02/15/2012		F	641 (2)	D	\$ 6.27	16,917	D		
Common Stock	02/15/2012		A	7,500 (4)	A	\$0	24,417	D		

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Common Stock 02/15/2012 F 3,071 D 0.27 D

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

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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 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)	Transaction Code (Instr. 8)	onof Derivative		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	02/15/2012		M	3,6	00	02/15/2011	02/15/2014	Common Stock	3,600
Restricted Stock Units	\$ 0	02/15/2012		M	1,7	50	02/15/2011	02/15/2014	Common Stock	1,750
Restricted Stock Units	\$ 0	02/15/2012		M	7,5	00	02/15/2012	02/15/2015	Common Stock	7,500

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			

Carrington Mark

4300 NORTH FIRST ST. Sr. VP of Worldwide Sales SAN JOSE, CA 95134

Signatures

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

02/17/2012

**Signature of Reporting Person Date

Reporting Owners 2

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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 2/15/2012. These restricted stock units were initially granted to Mr. Carrington on 1/4/2010, and were identified on a Form 3 filed by Mr. Carrington on 2/14/2011.
- (2) Shares of Harmonic Inc. common stock withheld by Harmonic Inc. to satisfy tax withholding obligation upon vesting of restricted stock units.
- These shares of common stock were acquired upon the vesting of restricted stock units on 2/15/2012. These restricted stock units were initially granted to Mr. Carrington on 2/19/2010, and were identified on a Form 3 filed by Mr. Carrington on 2/14/2011.
- (4) These shares of common stock were acquired upon the vesting of restricted stock units on 2/15/2012. These restricted stock units were initially granted to Mr. Carrington on 3/4/2011, and were identified on a Form 4 filed by Mr. Carrington on 3/8/2011.
- (5) Includes 324 shares of common stock acquired in the company's Section 16-b exempt employee stock purchase plan on 1/3/2012.

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.