

HARMAN INTERNATIONAL INDUSTRIES INC /DE/
 Form 4
 April 28, 2005

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 *
GIROD BERNARD A

2. Issuer Name and Ticker or Trading Symbol
HARMAN INTERNATIONAL INDUSTRIES INC /DE/ [HAR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
723 21ST PLACE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/27/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
Vice Chairman & CEO

SANTA MONICA, CA 90402

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)	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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	04/27/2005		M		49,140	A	\$ 8.6012
Common Stock	04/27/2005		F		5,310	D	\$ 79.6
Common Stock	04/27/2005		F		15,670	D	\$ 79.6
Common Stock							17,782

By
 Managed
 401(k)
 Account

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)	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 Underlying (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 8.6012	04/27/2005		M	49,140	05/31/1996 ⁽¹⁾	05/31/2005	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 10.875					09/05/1997 ⁽²⁾	09/05/2006	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 10.3594					07/22/1998 ⁽¹⁾	07/22/2007	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 11					07/30/2000 ⁽¹⁾	07/30/2009	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 15.6875					08/07/2001 ⁽¹⁾	08/07/2010	Common Stock
Incentive Stock Option (right to buy)	\$ 15.6875					08/07/2001 ⁽¹⁾	08/07/2010	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 18.445					08/07/2002 ⁽¹⁾	08/07/2011	Common Stock
Incentive Stock Option (right to buy)	\$ 18.445					08/07/2002 ⁽¹⁾	08/07/2011	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 24.115					09/24/2003 ⁽¹⁾	09/24/2012	Common Stock

Incentive Stock Option (right to buy)	\$ 24.115	09/24/2003 ⁽¹⁾	09/24/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 50.025	09/23/2004 ⁽¹⁾⁽³⁾	09/23/2013	Common Stock
Incentive Stock Option (right to buy)	\$ 50.025	09/23/2004 ⁽¹⁾⁽³⁾	09/23/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 98.62	09/23/2005 ⁽¹⁾⁽³⁾	09/23/2014	Common Stock
Incentive Stock Option (right to buy)	\$ 98.62	09/23/2005 ⁽¹⁾⁽³⁾	09/23/2014	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GIROD BERNARD A 723 21ST PLACE SANTA MONICA, CA 90402	X		Vice Chairman & CEO	

Signatures

Bernard Girod - Power of Attorney
on File

04/28/2005

 **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) Issued pursuant to the Harman International 1992 Plan. Shares vest in five equal increment commencing one year from the date of the grant.
- (2) Issued pursuant to the Harman International 1987 Plan. Shares vest in five equal increment commencing one year from the date of the grant.
- (3) Issued pursuant to the Harman International 2002 Plan. Shares vest in five equal increment commencing one year from the date of the grant.

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.