

HARMAN INTERNATIONAL INDUSTRIES INC /DE/  
Form 8-K  
August 22, 2005

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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**FORM 8-K**

**CURRENT REPORT**  
**Pursuant to Section 13 or 15(d) of the**  
**Securities Exchange Act of 1934**

Date of report (Date of earliest event reported): **August 16, 2005**

**HARMAN INTERNATIONAL INDUSTRIES, INCORPORATED**

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or Other  
Jurisdiction  
of Incorporation)

**001-09764**  
(Commission  
File Number)

**11-2534306**  
(IRS Employer  
Identification No.)

**1101 Pennsylvania Avenue, N.W., Suite 1010**  
**Washington, D.C. 20004**

(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: **(202) 393-1101**

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 1.01. Entry into a Material Definitive Agreement.**

On August 16, 2005, the Compensation and Option Committee of the Board of Directors of Harman International Industries, Incorporated (the "Company") authorized the grants of restricted common stock and options to purchase shares of common stock to certain officers and other key employees of the Company, including the individuals named below. The awards were made pursuant to the Company's 2002 Stock Option and Incentive Plan (the "Incentive Plan"). All option grants have an exercise price of \$82.00, the closing price of the Company's common stock on the New York Stock Exchange on the date of grant. Options will vest 20% each year, commencing on the first anniversary of the grant date. Restricted stock will vest on the third anniversary of the grant date.

	<u>Number of Shares Underlying Stock Options</u>	<u>Number of Shares of Restricted Stock</u>
Erich A. Geiger Executive Vice President and Chief Technology Officer	100,000	12,000
Kevin L. Brown Vice President, Chief Financial Officer and Assistant Secretary	25,000	0

The awards of stock options and restricted stock under the Incentive Plan are evidenced by incentive stock option agreements, nonqualified stock option agreements and restricted stock agreements, the forms of which are attached to this Current Report on Form 8-K as Exhibits 10.1, 10.2 and 10.3, respectively, and are incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(c) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
10.1	Form of Harman International Industries, Incorporated 2002 Stock Option and Incentive Plan Incentive Stock Option Agreement for Officers and Key Employees.
10.2	Form of Harman International Industries, Incorporated 2002 Stock Option and Incentive Plan Nonqualified Stock Option Agreement for Officers and Key Employees.
10.3	Form of Harman International Industries, Incorporated 2002 Stock Option and Incentive Plan Restricted Stock Agreement for Officers and Key Employees.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

HARMAN INTERNATIONAL INDUSTRIES,  
INCORPORATED

By: /s/ Sandra B. Robinson  
Sandra B. Robinson  
Vice President - Financial Operations and  
Chief Accounting Officer

Date: August 22, 2005

**EXHIBIT INDEX**

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