

HARMONIC INC
Form 4
February 04, 2015

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 *
Bonasera Charles

(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)
02/03/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

SVP, Operations and Quality

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	02/03/2015		M		22,500 (1) A \$ 5.63 31,083	D	
Common Stock	02/03/2015		S		22,500 (1) D \$ 7.7233 8,583	D	
Common Stock	02/03/2015		M		7,697 (1) A \$ 5.78 16,280	D	
Common Stock	02/03/2015		S		7,697 (1) D \$ 7.78 8,583	D	
Common Stock	02/04/2015		M		15,662 (1) A \$ 5.78 24,245	D	

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Common Stock 02/04/2015 S 15,662⁽¹⁾ D \$ 7.78 8,583 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)
Right to buy	\$ 5.63	02/03/2015		M	22,500	02/15/2010 ⁽²⁾ 02/24/2016	Common Stock 22,500
Right to buy	\$ 5.78	02/03/2015		M	7,697	02/15/2014 ⁽³⁾ 03/15/2020	Common Stock 7,697
Right to buy	\$ 5.78	02/04/2015		M	15,662	02/15/2014 ⁽⁴⁾ 03/15/2020	Common Stock 15,662

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bonasera Charles 4300 NORTH FIRST STREET SAN JOSE, CA 95134			SVP, Operations and Quality	

Signatures

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

02/04/2015

__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) Per 10b5-1 Plan dated December 12, 2014.

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- (2) These shares of common stock were acquired upon the exercise of stock options on 2/3/2015. These options were initially granted to the Reporting Person on 2/24/2009, and were identified on a Form 4 filed by the Reporting Person on 2/26/2009.
- (3) These shares of common stock were acquired upon the exercise of stock options on 2/3/2015. These options 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.
- (4) These shares of common stock were acquired upon the exercise of stock options on 2/4/2015. These options 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.

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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