

Harris Stratex Networks, Inc.

Form 4

January 30, 2007

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
KENNARD PAUL

(Last) (First) (Middle)

**RESEARCH TRIANGLE
DRIVE, 637 DAVIS DRIVE**

(Street)

MORRISVILLE, NC 27560

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Harris Stratex Networks, Inc.
[STXN]

3. Date of Earliest Transaction
(Month/Day/Year)
01/26/2007

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 Technical 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)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	01/26/2007		D		92,839	D	<u>(1)</u>	92,839	D	
Class A Common Stock	01/26/2007		D		3,300	D	<u>(2)</u>	3,300	I	By Son
Class A Common Stock	01/26/2007		D		3,300	D	<u>(2)</u>	3,300	I	By Daughter

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 Amount Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 30.0625	01/26/2007		D	35,000	01/26/2007 05/09/2010	Class A Common Stock
Employee Stock Option (right to buy)	\$ 13.1875	01/26/2007		D	40,000	01/26/2007 05/13/2007	Class A Common Stock
Employee Stock Option (right to buy)	\$ 7.25	01/26/2007		D	75,000	01/26/2007 06/25/2008	Class A Common Stock
Employee Stock Option (right to buy)	\$ 2.9375	01/26/2007		D	127	01/26/2007 10/19/2008	Class A Common Stock
Employee Stock Option (right to buy)	\$ 12.125	01/26/2007		D	25,000	01/26/2007 05/03/2009	Class A Common Stock
Employee Stock Option (right to buy)	\$ 6.1	01/26/2007		D	35,000	01/26/2007 10/22/2011	Class A Common Stock
Employee Stock Option (right to buy)	\$ 2.01	01/26/2007		D	75,000	01/26/2007 06/28/2012	Class A Common Stock
Employee Stock Option (right to buy)	\$ 2.05	01/26/2007		D	85,000	01/26/2007 12/20/2009	Class A Common Stock
Employee Stock Option (right to buy)	\$ 4.38	01/26/2007		D	150,000	⁽¹¹⁾ 03/30/2011	Class A Common Stock
Employee Stock Option	\$ 1.72	01/26/2007		D	50,000	01/26/2007 06/30/2011	Class A Common

(right to buy)

Stock

Employee

Class A

Stock Option

\$ 4.01

01/26/2007

D

120,000

(13)

06/06/2013

Common 1

(right to buy)

Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KENNARD PAUL RESEARCH TRIANGLE DRIVE 637 DAVIS DRIVE MORRISVILLE, NC 27560			Chief Technical Officer	

Signatures

/s/ John O'Neil, VP of Human
Resources

01/30/2007

**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) Disposed of pursuant to the merger of Stratex Merger Corp., a wholly owned subsidiary of Harris Stratex Networks, Inc., with and into Stratex Networks, Inc. with Stratex Networks, Inc. as the surviving corporation (the "Merger") in exchange for 23,209 shares of Harris Stratex Networks, Inc. Class A common stock valued as of the effective date of the Merger at \$18.76 per share.
- (2) Disposed of pursuant to the Merger of in exchange for 825 shares of Harris Stratex Networks, Inc. Class A common stock valued as of the effective date of the Merger at \$18.76 per share.
- (3) The option was assumed by Harris Stratex Networks, Inc. in the Merger and replaced with an option to purchase 8,750 shares of Harris Stratex Networks, Inc. Class A common stock at \$120.25
- (4) The option was assumed by Harris Stratex Networks, Inc. in the Merger and replaced with an option to purchase 10,000 shares of Harris Stratex Networks, Inc. Class A common stock at \$52.75.
- (5) The option was assumed by Harris Stratex Networks, Inc. in the Merger and replaced with an option to purchase 18,750 shares of Harris Stratex Networks, Inc. Class A common stock at \$29.00.
- (6) The option was assumed by Harris Stratex Networks, Inc. in the Merger and replaced with an option to purchase 31 shares of Harris Stratex Networks, Inc. Class A common stock at \$11.75.
- (7) The option was assumed by Harris Stratex Networks, Inc. in the Merger and replaced with an option to purchase 6,250 shares of Harris Stratex Networks, Inc. Class A common stock at \$48.50
- (8) The option was assumed by Harris Stratex Networks, Inc. in the Merger and replaced with an option to purchase 8,750 shares of Harris Stratex Networks, Inc. Class A common stock at \$24.40.
- (9) The option was assumed by Harris Stratex Networks, Inc. in the Merger and replaced with an option to purchase 18,750 shares of Harris Stratex Networks, Inc. Class A common stock at \$8.04.
- (10) The option was assumed by Harris Stratex Networks, Inc. in the Merger and replaced with an option to purchase 21,250 shares of Harris Stratex Networks, Inc. Class A common stock at \$8.20.
- (11) The option vests at a rate of 1/4th of the shares subject to the option on the first anniversary of the grant date (3/30/2004) and 1/36th of the remaining shares subject to the option each month thereafter was assumed by Harris Stratex Networks, Inc. in the Merger and replaced with an option to purchase 37,500 shares of Harris Stratex Networks, Inc. Class A common stock for \$17.52 per share.

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- (12) The option was assumed by Harris Stratex Networks, Inc. in the Merger and replaced with an option to purchase 12,500 shares of Harris Stratex Networks, Inc. Class A common stock at \$6.88.

- The option vests at a rate of 1/3rd of the shares subject to the option on the first anniversary of the grant date (6/6/2006) and 1/24th of
- (13) the remaining shares subject to the option each month thereafter was assumed by Harris Stratex Networks, Inc. in the Merger and replaced with an option to purchase 30,000 shares of Harris Stratex Networks, Inc. Class A common stock for \$16.04 per share.

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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