

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

SCHEDULE 13G  
Under the Securities Exchange Act of 1934  
(Amendment No. 1)\*

HARMONIC LIGHTWAVES, INC.

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(Name of Issuer)

COMMON STOCK

-----  
(Title of Class of Securities)

41316010

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(CUSIP Number)

Check the following box if a fee is being paid with this statement: / /. (A fee is not required only if the filing person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7).

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person  
PHILIP GREER

2. Check the Appropriate Box if a Member of a Group\* (a) / /  
(b) /x/

3. SEC Use Only

4. Citizenship or Place of Organization  
NEW YORK

5. Sole Voting Power  
-0-

Number of Shares

Beneficially

6. Shared Voting Power  
-0-

Owned by Each

7. Sole Dispositive Power

Reporting Person -0-

With

8. Shared Dispositive Power  
-0-

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
-0-

10. Check Box if the Aggregate Amount in Row (9)  
Excludes Certain Shares\* / /

11. Percent of Class Represented by Amount in Row 9  
-0-

12. Type of Reporting Person\*  
BD, IA, PN

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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Item 5. Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following[X].

Item 10. Certification:

By signing below, Richard S. Pollack, General Counsel of Weiss, Peck & Greer, L.L.C. certifies that, to the best of his knowledge and belief, securities referred to above as being held or owned beneficially by Philip Greer were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of his knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: January 21, 1997

WEISS, PECK & GREER, L.L.C.

By: /s/ Richard S. Pollack

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Name: Richard S. Pollack  
Title: General Counsel

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (see 18 U.S.C. 1001).

