OMB APPROVAL

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

FORM 5

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

	Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).		
	Form 3 Holdings Reported		
	Form 4 Transactions Reported		
1.	Name and Address of Reporting Person*	Issuer Name and Ticker or Symbol	Frading 3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)
	Solomon, Lewis	Harmonic Inc. (HLIT)	
	(Last) (First) (Middle)		
	549 Baltic Way	4. Statement for Month/Year December 2002	5. If Amendment, Date of Original (Month/Year)
	(Street)	6. Relationship of Reporting F to Issuer (Check All Applicate	
			Owner
	Sunnyvale, CA 94089	☐ Officer (give title below,	
	(City) (State) (Zip)	Other (specify below)	Person

				Tab	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 or Dispos (Instr. 3, 4	ed of (D		5.	Amount of Securities Beneficially Owned at the End of Issuer's Fiscal Year (Instr. 3 and 4)	6.	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7.	Nature of Indirect Beneficial Ownership (Instr. 4)
									Amount	(A) or (D)	Price						
									Page 2								

$\label{eq:local_problem} \begin{tabular}{ll} \textbf{Table II} & \textbf{—} \textbf{ Derivative Securities Acquired, Disposed of, or Beneficially Owned} \\ & (e.g., \, \text{puts, calls, warrants, options, convertible securities)} \end{tabular}$

Title of Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	e 3. Transacti (Month/Da		ny	Transaction Code (Instr. 8)	Acquire	Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		
							(A)	(D)	
Common Stock (right to buy)	\$8.68	5/17	7/02		А		20,00	10	
			Page 3						

Ex	Date Exercisable and 7. Expiration Date (Month/Day/Year)		Underlying Securities Secu			Price of Derivative 9. Security (Instr. 5)	Number of Derivative Securities Beneficially Owned at End of Year (Instr. 4)	10.	Ownership of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11.	Nature of Indirect Beneficial Ownership (Instr. 4)
E:	Date xercisable	Expiration Date	Title	Amount or Number of Shares							
	(1)	5/17/12	Common Stock	20,000)		20,000		D		
_											
_					_						
nlar	nation of	Responses:									
Exe		n monthly ins	tallments o	ver a period	l of	three years from Da	te of Grant, so that one hu	ındred	l percent shall be ex	ercisa	ble three
			/s	/ Laura Don	ova	n	February 10	, 200	3		
				ıre of Repor : Laura Don			Date				

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.