Check this box if no

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

N	OMB APPROVAL								
	OMB Number:	3235-0287							
	Expires:	December 31, 2014							
Section	Estimated average burden								
) of the	hours per response	0.5							
Polationshin	of Reporting P	Person(s) to							

Ionger subject to SectionSTATEMENT (16. Form 4 or Form 5obligations may continue.See Instruction 1(b).Filed pursuant to Section17(a) of the Public Utility

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

1. Name and Address of Reporting Person [*] AVER CAROLYN V			2. Issuer Name and Ticker or Trading Symbol HARMONIC INC [HLIT]	5. Relationship of Reporting Person(s) to Issuer				
(Last) 4300 NORTH	(Last) (First) (Middle) 4300 NORTH FIRST STREET		3. Date of Earliest Transaction (Month/Day/Year) 03/13/2015	(Check all applicable) Director 10% Owner X Officer (give Other (specify title below) below) Chief Financial Officer				
(Street) SAN JOSE (City)	CA (State)	95134 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person 				

1. Title of Security2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, if any3. Transaction Code4. Securities Acquired (A) or Disposed of (D)5. Amount of Securities Beneficially6. Ownership Form:7 o Code		Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
3) (A) (A) (A) (Instr. 3 and (Instr. 4)	uired bosed tr. 3, 4	Transaction Code (Instr. 8)			Execution Date, if any	Execution Date, if any	Execution Date, if any	Date	of Security (Instr.				

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. Transac Code (Instr. 8		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		on Date	n Date Amount of		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units (1)	\$ O	03/13/2015		A		31,333		02/15/2016 ⁽²⁾	02/15/2018	Common Stock	31,333	\$0	31,333	D	
Stock Option/Right to buy	\$ 7.58	03/13/2015		A		93,333		02/15/2016 ⁽³⁾	03/13/2022	Common Stock	93,333	\$ 7.58	93,333	D	

Explanation of Responses:

1. Each restricted stock unit represents a contingent right to receive one share of Harmonic common stock.

2. Forty percent of the shares subject to the restricted stock units are scheduled to vest on February 15, 2016, and fifteen percent of the restricted stock units are scheduled to vest semi-annually thereafter so as to be 100% vested on February 15, 2018.

3. Twenty-five percent of the Shares subject to the Option are scheduled to vest twelve months after the Vesting Commencement Date, and one forty eighth of the Shares subject to the Option are scheduled to vest monthly thereafter.

> /s/ Laura Donovan By Attorney-in-Fact: Laura 03/17/2015 Donovan ** Signature of Reporting Date Person

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.