### FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Washington, D.C. 20549

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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 <sup>*</sup> SOLOMON LEWIS			2. Issuer Name <b>and</b> Ticker or Trading Symbol HARMONIC INC [HLIT]	5. Relationship of Reporting Person(s) to Issuer				
(Last) 4300 NORTH	(First) (Middle)		3. Date of Earliest Transaction (Month/Day/Year) 03/15/2013	(Check all applicable) X Director 10% Owner Officer (give title below) X (specify below)				
(Street)				Chairman				
SAN JOSE	CA	95134	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)				
(City) (State) (Zip)	(Zip)		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)	( · · · · <b>,</b> · · · <b>,</b>	Execution Date,	Transaction Code		Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned	Ownership Form: Direct (D)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or		Following Reported Transaction(s) (Instr. 3 and 4)	Reported (I) Transaction(s) (Instr. 4)			

### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

	(c.g., puts, cars, warrants, options, convertise 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)		Number of		6. Date Exercisable and Expiration Date (Month/Day/Year)				8. Price of Derivative Security (Instr. 5)	Derivative Securities Beneficially Owned Following Reported	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 <sup>(1)</sup>	\$ <b>0</b>	03/15/2013		A		19,031		02/15/2014 <sup>(2)</sup>	02/15/2014	Common Stock	19,031	\$0	19,031	D	

#### **Explanation of Responses:**

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

2. The shares subject to these restricted stock units are scheduled to vest in full in one installment on February 15, 2014. Vested shares will be delivered to the reporting person on or immediately following February 15, 2014.

> <u>/s/ Laura Donovan By</u> Attorney-in-Fact: Laura <u>Donovan</u> \*\* Signature of Reporting Date Person

03/19/2013

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.