

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

Harmonic Lightwaves, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

413160102

(CUSIP Number)

*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 prior 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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CUSIP NO. 413160102

13G

NAME OF REPORTING PERSON

1 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

BankAmerica Corporation
94-1681731

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2

(a) []
(b) []

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

		SOLE VOTING POWER
NUMBER OF	5	-0-
SHARES		-----
BENEFICIALLY	6	SHARED VOTING POWER
OWNED BY		289,750
EACH		-----
REPORTING	7	SOLE DISPOSITIVE POWER
PERSON		-0-
WITH	8	SHARED DISPOSITIVE POWER
		294,500

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

294,500

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

2.9%

12 TYPE OF REPORTING PERSON*

HC

*SEE INSTRUCTION BEFORE FILLING OUT!

CUSIP NO. 413160102 13G

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Bank of America NT&SA

94-1678665

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

(b) []

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4 United States

		SOLE VOTING POWER
NUMBER OF	5	92,000
SHARES		
		SHARED VOTING POWER
BENEFICIALLY	6	197,750
OWNED BY		
		SOLE DISPOSITIVE POWER
EACH	7	79,650
REPORTING		
PERSON		
		SHARED DISPOSITIVE POWER
WITH	8	214,850

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
294,500

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
2.9%

12 TYPE OF REPORTING PERSON*
BK

*SEE INSTRUCTION BEFORE FILLING OUT!

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CUSIP NO. 413160102 13G

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
BofA Capital Management, Inc.
95-4262782

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) []
(b) []

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4
Delaware

SOLE VOTING POWER

NUMBER OF 5 197,750
SHARES

SHARED VOTING POWER

BENEFICIALLY 6 -0-
OWNED BY

SOLE DISPOSITIVE POWER

EACH 7 198,600
REPORTING

SHARED DISPOSITIVE POWER

PERSON 8 -0-
WITH

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
198,600

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11
2.0%

TYPE OF REPORTING PERSON*

12
IA

*SEE INSTRUCTION BEFORE FILLING OUT!

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CUSIP NO. 413160102

13G

NAME OF REPORTING PERSON

1 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

BankAmerica Ventures
95-6016836

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2

(a) []
(b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
California

5 SOLE VOTING POWER
NUMBER OF 5 -0-
SHARES -----
6 SHARED VOTING POWER
BENEFICIALLY 6 -0-
OWNED BY -----
7 SOLE DISPOSITIVE POWER
EACH 7 -0-
REPORTING -----
8 SHARED DISPOSITIVE POWER
PERSON -----
WITH 8 -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*
CO

*SEE INSTRUCTION BEFORE FILLING OUT!

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SCHEDULE 13G

Item 1(a) Name of Issuer: Harmonic Lightwaves, Inc.

(b) Address of Issuer's
Principal Executive Offices: 549 Baltic Way
Sunnyvale, CA 94089

Item 2(a) Names of Person Filing: BankAmerica Corporation
("BAC")
Bank of America NT&SA
("BANTSA")

BofA Capital Management,
Inc. ("BCM")
BankAmerica Ventures
("BAV")

(b) Address of Principal
Business Offices:

(For BAC and BANTSA)
555 California Street
San Francisco, CA 94104

(For BCM)
300 South Grand Avenue
Suite 2200
Los Angeles, CA 90071

(For BAV)
950 Tower Lane, Suite 700
Foster City, CA 94404

(c) Citizenship:

BAC is organized under the laws of Delaware. BANTSA is a national banking association organized under the laws of the United States. BCM is organized under the laws of Delaware. BAV is organized under the laws of California.

(d) Title of Class of Securities: Common Stock

(e) CUSIP Number: 413160102

Item 3 If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b), check whether the person filing is a:*

- (a) Broker or Dealer registered under Section 15 of the Act
- (b) Bank as defined in section 3(a)(6) of the Act
- (c) Insurance Company as defined in section 3(a)(19) of the Act
- (d) Investment Company registered under section 8 of the Investment Company Act
- (e) Investment Adviser registered under section 203 of the Investment Advisers Act of 1940
- (f) Employee Benefit Plan, Pension Fund which is subject to the provisions of the Employee Retirement Income Security Act of 1974 or Endowment Fund; see (S)240.13d-1(b)(1)(ii)(F)

* Not applicable as to BAV's beneficial ownership. For BAV this statement is filed pursuant to Rule 13d-1(c).

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- (g) Parent Holding Company, in accordance with (S)240.13d-1(b)(ii)(G) (Note: See Item 7)
- (h) Group, in accordance with (S)240.13d-1(b)(1)(ii)(H)

Item 4 Ownership

(a) Amount Beneficially Owned:*

BAC	294,500
BANTSA**	294,500

BCM	198,600
BAV	0
(b) Percent of Class:*	
BAC	2.9%
BANTSA**	2.9%
BCM	2.0%
BAV	0%
(c) Number of shares as to which such person has:	
(i) sole power to vote or direct the vote:*	
BAC	0
BANTSA	92,000
BCM	197,750
BAV	0
(ii) shared power to vote or direct the vote:*	
BAC	289,750
BANTSA	197,750
BCM	0
BAV	0
(iii) sole power to dispose or direct the disposition of:*	
BAC	0
BANTSA	79,650
BCM	198,600
BAV	0
(iv) shared power to dispose or direct the disposition of:*	
BAC	294,500
BANTSA	214,850
BCM	0
BAV	0

*By virtue of the corporate relationships between Reporting Persons as described in Item 7, BAC (the parent company) may be deemed to possess indirect beneficial ownership of shares beneficially owned directly by its subsidiaries. Similarly, higher tier BAC subsidiaries may be deemed to possess indirect beneficial ownership of shares beneficially owned directly by lower tier BAC subsidiaries. The power to vote and to dispose of shares may be deemed to be shared between entities due to their corporate relationships.

**This represents a combined total of beneficial ownership of shares and percentages, respectively, of 900 and .0% by Bank of America NW, NA and 293,600 and 2.9% by BANTSA. Bank of America NW, NA merged into BANTSA on January 1, 1997.

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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 6 Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable.

Item 7 Identification and Classification of the Subsidiaries Which Acquired

the Security Being Reported on by
the Parent Holding Company.

See Item 2. The entities described below are direct or indirect wholly-owned subsidiaries of BAC, which is a registered bank holding company. BANTSA is a bank as defined in section 3(a)(6) of the Act. BAV is a corporation. BCM is an investment advisor registered under the Investment Advisors Act of 1940.

Item 8 Identification and Classification
of Members of the Group.

See Item 7.

Item 9 Notice of Dissolution of Group. Not Applicable.

Item 10 Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above 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 purposes or effect.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

BankAmerica Corporation

Dated: February 12, 1997

By /s/ JOHN J. HIGGINS

John J. Higgins
Executive Vice President

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Exhibit A

AGREEMENT RE JOINT FILING OF
SCHEDULE 13G

The undersigned hereby agrees as follows:

(i) Each of them is individually eligible to use the Schedule 13G to which this Exhibit is attached, and such Schedule 13G is filed on behalf of each of them; and

(ii) Each of them is responsible for the timely filing of such Schedule 13G and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; but none of them is responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

Dated: February 12, 1997

BANKAMERICA CORPORATION

By: /s/ JOHN J. HIGGINS

John J. Higgins

Its: Executive Vice President

Dated: February 12, 1997

BANK OF AMERICA NT&SA*

By: /s/ JOHN J. HIGGINS

John J. Higgins

Its: Group Executive Vice President

Dated: February 12, 1997

BANKAMERICA VENTURES

By: /s/ ERICK CHRISTENSEN

Erick Christensen

Its: Vice President

Dated: February 12, 1997

BOFA CAPITAL MANAGEMENT, INC.

By: /s/ JUDITH RIDDER

Judith Ridder

Its: Vice President

*On January 1, 1997 Bank of America NW, NA was merged into Bank of America NT&SA and no longer exists.

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Board of Directors
BankAmerica Corporation

Adopted: November 1, 1993
Last amended: August 1, 1994

GENERAL OPERATING AND BORROWING RESOLUTION (Excerpts from)

1. Any two BAC officers listed below under the designation "Group 1" (the "Officers"):

GROUP 1

- the Chairman of the Board
- the Chief Executive Officer
- the President
- any Vice Chairman of the Board
- any Vice Chairman
- the Chief Financial Officer

the Treasurer
any Executive Vice President
any Senior Vice President
any Vice President
the Secretary

2. Any one BAC officer listed above under either the designation GROUP 1 or GROUP 2, or any member of the Legal Department of Bank of America NT&SA holding the title of counsel or a title senior thereto be, and hereby is, authorized to sign registrations, reports, certificates, applications and other writings on behalf of BAC for submission to or filing with any federal, state, local or foreign regulatory authorities, and any amendments, withdrawals, or terminations thereof, as are deemed desirable by such officer or attorney in connection with BAC's activities or affairs.

4126526.01

Board of Directors
Bank of America NT&SA

November 4, 1996

GENERAL OPERATING RESOLUTION (Excerpts from)

The Board of Directors of Bank of America NT&SA ("BofA") authorizes and determines as follows:

1. Certain officers of BofA ("Authorized Signers") are authorized to act on behalf of BofA as set forth in the attached "Signing Authorities Chart."

2. For the purposes of this resolution, "OFFICER" refers to a BofA officer holding one of the officer titles listed below, and "OFFICER" refers to any BofA officer. The incumbency of any officer may be certified by the Secretary or any Assistant Secretary. References in this resolution to the ranking of officer titles refers to the ranking shown in the following list of Officers:

the Chief Executive Officer ("CEO")
the Chairman of the Board
the President
any Vice Chairman of the Board ("VC of the Bd")
the Chief Operating Officer ("COO")
any Vice Chairman ("VC")
the Chief Financial Officer ("CFO")
any Group Executive Vice President ("GEVP")
any Executive Vice President ("EVP")
any Senior Vice President ("SVP")
the Cashier
the Secretary
the Treasurer
any Managing Director
any Senior Authorized Officer
any Vice President ("VP")
any Assistant Vice President
any Authorized Officer
any Senior Trust Officer
any Trust Officer
any Assistant Secretary
any Assistant Cashier

VI. REGULATORY MATTERS

Action or Transaction	Authorized Signer(s)
Execution of any document or	Any one Officer at the

other writings and any amendments, withdrawals or terminations thereof for submission to or filing with any federal, state, local or foreign regulatory authorities.

level of VP or above, or any one attorney in the Legal or Tax Departments of BofA holding the officer title of Counsel or above.

4126528

Board of Directors
BofA CAPITAL MANAGEMENT, INC.
(formerly, InterCash Capital Advisors, Inc.)

March 16, 1990

RESOLVED, that instruments, documents or agreements relating to or affecting the property or business and affairs of this Corporation may be executed in its name, with or without its corporate seal, by any of the following: the Chairman of the Board, Vice Chairman of the Board, President or any Vice President (including any Executive, Senior or First Vice President).

4126525

Board of Directors
BankAmerica Ventures

February 14, 1995

GENERAL OPERATING RESOLUTION (Excerpts from)

4. The Board of Directors of this corporation authorizes any officer of this corporation, or any attorney in the Legal Department of Bank of America NT&SA with the title of counsel or a title senior thereto to sign registrations, reports, certificates, applications and other writings on behalf of this corporation for submission to or filing with any federal, state, local or foreign regulatory authorities, and any amendments, withdrawals, or terminations thereof, as the officer or attorney deems appropriate.

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