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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

	Issuer Name and Ticker or Trading Symbol	э.	I.R.S. Identification Number of Reportin Person, if an entity (Voluntary)				
	Harmonic Inc. (HLIT)						
		,					
4.	Statement for Month/Year	5.	If Amendment, Date of Original (Month/Year)				
	December 2002	ı					
6.	Relationship of Reporting Person(s) to Issuer (Check All Applicable)	7.	Individual or Joint/Group Reporting (Check Applicable Line)				
	🗵 Director 🔲 10% Owner		IX Form filed by One Reporting Person				
	□ Officer (give title below)		Form filed by More than One Reporting				
_	□ Other (specify below)		Person				
	_	<ul> <li>4. Statement for Month/Year</li> <li>December 2002</li> <li>6. Relationship of Reporting Person(s) to Issuer (Check All Applicable)</li> <li>☑ Director □ 10% Owner</li> <li>□ Officer (give title below)</li> </ul>	4. Statement for Month/Year       5.         December 2002       5.         6. Relationship of Reporting Person(s) to Issuer (Check All Applicable)       7.         ☑ Director       □         □       Officer (give title below)				

\* If the form is filed by more than one reporting person, see instruction 4(b)(v).

1.	Title of Security (Instr. 3)		Transaction Date (Month/Day/Year)	. Deemed Execution Date, if any (Month/Day/Year)	3.	Transaction Code (Instr. 8)	4.	Securities A or Disposed (Instr. 3, 4 a	of (D)		5.	Amount of Securities Beneficially Owned at the End of Issuer's Fiscal Year (Instr. 3 and 4)	6.	Ownership 7. Form: Direct (D) or Indirect (I) (Instr. 4)	Nature of Indirect Beneficial Ownership (Instr. 4)
								Amount	(A) or (D)	Price					
		_			_		_		_				_		
								Page 2							

## $\label{eq:constraint} \textbf{Table I} - \textbf{Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned}$

Page 2

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.	Transaction Code (Instr. 8)	5.	Number of Der Acquired (A) or (Instr. 3, 4 and	Disposed of (D)
											(A)	(D)
	Common Stock (right to buy)		\$8.65		5/17/02				A			20,000

	Table I	I —				Acquired, Dispos s, warrants, optio				ed — Continued		
Date Exercisat Expiration Dat (Month/Day/Yo	te	,	Underlying S	itle and Amount of Inderlying Securities Instr. 3 and 4)		Price of Derivative9. Security (Instr. 5)	Number of Derivativ Securities Beneficia 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)
Date Exercisable	Expiration Date		Title	Amount or Number of Shares								
(1)	5/17/12		Common Stock	20,00	0			20,000		D		

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

(1) Exercisable in monthly installments over a period of three years from Date of Grant, so that one hundred percent shall be exercisable three years after Date of Grant.

/s/ Laura Donovan

February 10, 2003

\*\*Signature of Reporting Person By: Laura Donovan Attorney-in-Fact

Date

\*\* 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 provided is insufficient, see Instruction 6 for procedure.

Page 4