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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

ions may continue. struction 1(b).								
Holdings Reported								
Transactions Reported								
and Address of Reporting n*	2.	Issuer Name and Ticker or Trading Symbol	3.	I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)				
nan, Patrick		Harmonic Inc. (HLIT)						
(First) (Middle)	_							
	4.	Statement for Month/Year	5.	If Amendment, Date of Original (Month/Year)				
ltic Way		December 2002						
)	6.	Relationship of Reporting Person(s) to Issuer (Check All Applicable)	7.	Individual or Joint/Group Reporting (Check Applicable Line)				
		☐ Director ☐ 10% Owner						
vale, CA 94089	_	☑ Officer (give title below)		☐ Form filed by More than One Reporting				
(State) (Zip)		☐ Other (specify below)		Person				
		President, Broadband Access Networks Division	i					
	and Address of Reporting n* nan, Patrick (First) (Middle) Itic Way vale, CA 94089	and Address of Reporting n* nan, Patrick (First) (Middle) 4. Itic Way Aale, CA 94089	Transactions Reported and Address of Reporting n* December 2002 4. Statement for Month/Year December 2002 6. Relationship of Reporting Person(s) to Issuer (Check All Applicable) Director 10% Owner Vale, CA 94089 (State) (Zip) Director 10% Owner Officer (give title below) Other (specify below) President, Broadband Access	And Address of Reporting n* 2. Issuer Name and Ticker or Trading Symbol Harmonic Inc. (HLIT) 4. Statement for Month/Year 5. December 2002 6. Relationship of Reporting Person(s) 7. to Issuer (Check All Applicable) Director				

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		Tab	ole I — Non-Deriva	tive	Securities	A	cquired, l	Dispo	sed o	f, o	r Beneficially Own	ed			
1.	Title of 2. Security (Instr. 3)	Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3.	Transaction Code (Instr. 8)	4.	Securities or Disposed (Instr. 3, 4	of (D)	ed (A)	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								
														_	

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.	Transaction Code (Instr. 8)	5.	Number of Derivative So Acquired (A) or Disposed (Instr. 3, 4 and 5)	ecurities I of (D)
											(A)	(D)
	Common Stock (right to buy)		\$10.40		1/23/02				A		45,000	
_		_				_		_		_		
_												
		_				_		_		_		
_												
						Pag	e 3					

		Table	II —						ed of, or Beneficially ns, convertible secu			I	
6. Date Exercisable and Expiration Date (Month/Day/Year)		7.	Title and A Underlying (Instr. 3 an	Securities	8.	Price of Derivative Security (Instr. 5)	9.	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)	
	Date Exercisable	Expiration Date		Title	Amount or Number of Shares								
	(1)	1/23/12		Common Stock	45,00	0			45,000		D		
Exp	olanation o	f Respons	ses:										
					bject to the o			twelve	months after the Vest	ing Co	mmencement Dat	e, and 1	/48th of the
				/s/ l	Laura Dono	van			Feb. 11,	2003			
		-		_	e of Reporti onovan, Atto	_			Dat	9			
	** Intent	ional misst	aten	nents or o	missions of	facts	s constitute	Federa	l Criminal Violations.	See 1	8 U.S.C. 1001 and	15 U.S	.C. 78ff(a).
No	te: File th		of th	nis Form, d	one of which	n mu	st be manua	ally sigr	ned. If space provided	is insu	ufficient, see Instr	ruction 6	for
							F	Page 4					

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Robin N. Dickson and Laura A. Donovan, and Elisa Martinez, signing singly, the undersigned's true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Harmonic Inc. (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 13th day of January , 2003.

/s/ Patrick Harshman
Signature
Patrick Harshman
Print Name