

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| OMB APPROVAL | |
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| OMB Number: | 3235-0287 |
| Estimated average burden hours per response: | 0.5 |

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| | | |
|---|--|--|
| 1. Name and Address of Reporting Person* <u>Haltmayer Neven</u> _____ (Last) (First) (Middle) 4300 NORTH FIRST STREET _____ (Street) SAN JOSE CA 95134 _____ (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol HARMONIC INC [HLT] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Sr. Vice President, R&D |
| | 3. Date of Earliest Transaction (Month/Day/Year) 08/15/2011 | |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) | | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|--------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 08/15/2011 | | A | | 5,250 ⁽¹⁾ | A | \$0.00 | 46,767 | D | |
| Common Stock | 08/15/2011 | | F | | 1,925 ⁽²⁾ | D | \$5.58 | 44,842 | D | |
| Common Stock | 08/15/2011 | | A | | 5,250 ⁽³⁾ | A | \$0.00 | 50,092 | D | |
| Common Stock | 08/15/2011 | | F | | 1,925 ⁽²⁾ | D | \$5.58 | 48,167 ⁽⁴⁾ | D | |

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 Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|-------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | | Title |
| Restricted Stock Units | \$0.00 | 08/15/2011 | | M | | 5,250 | | 02/15/2010 | 02/15/2013 | Common Stock | 5,250 | \$0.00 | 15,750 | D | |
| Restricted Stock Units | \$0.00 | 08/15/2011 | | M | | 5,250 | | 02/15/2011 | 02/15/2014 | Common Stock | 5,250 | \$0.00 | 26,250 | D | |

Explanation of Responses:

- These shares of common stock were acquired upon the vesting of restricted stock units on 8/15/2011. These restricted stock units were initially granted to Mr. Haltmayer on 2/24/2009, and were identified on a Form 4 filed by Mr. Haltmayer on 2/26/2009.
- Shares of Harmonic Inc. common stock withheld by Harmonic Inc. to satisfy tax withholding obligation upon vesting of restricted stock units.
- These shares of common stock were acquired upon the vesting of restricted stock units on 8/15/2011. These restricted stock units were initially granted to Mr. Haltmayer on 2/19/2010, and were identified on a Form 4 filed by Mr. Haltmayer on 2/23/2010.
- Includes 15,750 unvested shares which remain subject to Restricted Stock Units from the Restricted Stock Unit grant that was made to Mr. Haltmayer on 2/24/2009, previously identified on a Form 4 filed 2/26/2009.

Remarks:

/s/ Laura Donovan By: Attorney-in-Fact Laura Donovan 08/17/2011

** Signature of Reporting Person Date

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.