

OMB APPROVAL	
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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* <b>Bonasera Charles</b>  (Last) (First) (Middle) <b>4300 NORTH FIRST STREET</b>  (Street) <b>SAN JOSE CA 95134</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>HARMONIC INC [ HLT ]</b>	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) <b>Sr. Vice President, Operations</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>08/15/2012</b>	
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	08/15/2012		A		4,375 <sup>(1)</sup>	A	\$0.00	14,655	D	
Common Stock	08/15/2012		F		1,604 <sup>(2)</sup>	D	\$4.42	13,051	D	
Common Stock	08/15/2012		A		5,250 <sup>(3)</sup>	A	\$0.00	18,301	D	
Common Stock	08/15/2012		F		1,925 <sup>(2)</sup>	D	\$4.42	16,376	D	
Common Stock	08/15/2012		A		3,750 <sup>(4)</sup>	A	\$0.00	20,126	D	
Common Stock	08/15/2012		F		1,375 <sup>(2)</sup>	D	\$4.42	18,751	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	08/15/2012		M		4,375		02/15/2010	02/15/2013	Common Stock	4,375	\$0.00	4,375	D	
Restricted Stock Units	\$0.00	08/15/2012		M		5,250		02/15/2011	02/15/2014	Common Stock	5,250	\$0.00	15,750	D	
Restricted Stock Units	\$0.00	08/15/2012		M		3,750		02/15/2012	02/15/2015	Common Stock	3,750	\$0.00	18,750	D	

**Explanation of Responses:**

- These shares of common stock were acquired upon the vesting of restricted stock units on 8/15/2012. These restricted stock units were initially granted to the Reporting Person on 2/24/2009, and were identified on a Form 4 filed by the Reporting Person on 2/26/2009.
- Shares of Hammonic Inc. common stock withheld by Hammonic 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 8/15/2012. These restricted stock units were initially granted to the Reporting Person on 2/19/2010, and were identified on a Form 4 filed by the Reporting Person on 2/19/2010.
- These shares of common stock were acquired upon the vesting of restricted stock units on 8/15/2012. These restricted stock units were initially granted to the Reporting Person on 3/4/2011, and were identified on a Form 4 filed by the Reporting Person on 3/8/2011.

**Remarks:**

/s/ Laura Donovan By  
Attorney-in-Fact: Laura  
Donovan

08/17/2012

\*\* 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.**