FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL								
OMB Number:	3235-0287							
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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* VAILLAUD MICHEL L				2. Issuer Name and Ticker or Trading Symbol HARMONIC INC [HLIT]								Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner				
(Firs	First) (Middle)			3. Date of Earliest Transaction (Month/Day/Year) 05/22/2003								Λ	Office	er (give title	Oth	er (specify	
(Sta	ate) (Z	Zip)	4. If A	mend	Iment,	Date o	of Original	Filed	led (Month/Day/Year)				Form Form	vidual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting Person			
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																	
Date				Execution Date,			Transaction Disposed Of (D) (Instr. Code (Instr. and 5)				. 3, 4 Secu Ben Own		ities icially d	Form: Direct (D) or Indirect (I)			
							Code	v	Amount	Amount (A) or (D)		rice	Repor	ted action(s)	(111501. 4)	(111541: 4)	
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																	
2. Conversion or Exercise Price of Derivative Security	kercise (Month/Day/Year) if any (Month/Day/Year) e of (Month/Day/Year) (Month/Day/Year) 8)		Transac Code (Ir 8)	(Instr. Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			Expiration Date (Month/Day/Year) Date Expiration			or Number of		of De Se (In	rivative curity	derivative Securities Beneficially Owned Following Reported	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial) Ownership	
	2. Conversion or Exercise Price of Derivative	(State) (Z Table Gecurity (Instr. 3) Ta 2. Conversion or Exercise Price of Price of Price of Derivative	Table I - Non-Derive (Month/Da/Year) Table II - Derivate (Month/Da/Year) 3. Transaction Date (Month/Da/Year) 2. (Month/Da/Year)	(State) (Zip) Table I - Non-Derivative Security (Instr. 3) Table II - Derivative Security (Month/Day/Year) Table II - Derivative Security (Month/Day/Year) 3. Transaction Date (e.g., puts, call Execution Date, if any (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (e.g., puts, call Execution Date, if any (Month/Day/Year) (Month/Day/Year)	(State) (Zip) Table I - Non-Derivative Security (Instr. 3) 2. Transaction Date (Month/Day/Year) Conversion or Exercise Price of Derivative Security 3A. Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year) 3A. Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year) 4. If Amend 22. 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Explanation of Responses:

1. The Option shall become exercisable as to 1/12th of the Shares subject to the Option at the end of each month following its date of grant.

/s/ Laura Donovan, Attorney-In-Fact for Michel Vaillaud 05/23/2003

** 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.