

OMB APPROVAL	
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>Carrington Mark</u> (Last) (First) (Middle) 4300 NORTH FIRST ST. (Street) SAN JOSE CA 95134 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>HARMONIC INC [HLT]</u>	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) <u>Sr. VP of Worldwide Sales</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/15/2012</u>	
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		3,600 ⁽¹⁾	A	\$0.00	26,458	D	
Common Stock	08/15/2012		F		1,320 ⁽²⁾	D	\$4.42	25,138	D	
Common Stock	08/15/2012		A		1,750 ⁽³⁾	A	\$0.00	26,888	D	
Common Stock	08/15/2012		F		641 ⁽²⁾	D	\$4.42	26,247	D	
Common Stock	08/15/2012		A		3,750 ⁽⁴⁾	A	\$0.00	29,997	D	
Common Stock	08/15/2012		F		1,375 ⁽²⁾	D	\$4.42	28,981 ⁽⁵⁾	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		Date Exercisable	Expiration Date						Title
Restricted Stock Units	\$0.00	08/15/2012		M		3,600	02/15/2011	02/15/2014	Common Stock	3,600	\$0.00	10,800	D	
Restricted Stock Units	\$0.00	08/15/2012		M		1,750	02/15/2011	02/15/2014	Common Stock	1,750	\$0.00	5,250	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 Mr. Carrington on 1/4/2010, and were identified on a Form 3 filed by Mr. Carrington on 2/14/2011.
- 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 8/15/2012. These restricted stock units were initially granted to Mr. Carrington on 2/19/2010, and were identified on a Form 3 filed by Mr. Carrington on 2/14/2011.
- 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 Mr. Carrington on 3/4/2011, and were identified on a Form 4 filed by Mr. Carrington on 3/8/2011.
- Includes 359 shares of common stock acquired in the company's Section 16-b exempt employee stock purchase plan on 7/2/2012.

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.