

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*			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
<u>Haltmayer Neven</u>			<u>HARMONIC INC [HLT]</u>			Director 10% Owner		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)			X Officer (give title below)		
4300 NORTH FIRST STREET			02/14/2011			Vice President, R&D		
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line)		
SAN JOSE CA 95134						X Form filed by One Reporting Person		
(City)	(State)	(Zip)				Form filed by More than One Reporting Person		

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	02/14/2011		M		38,665	A	\$5.87	70,610	D	
Common Stock	02/14/2011		S		38,665	D	\$9.9632	31,945	D	
Common Stock	02/14/2011		M		11,000	A	\$5.86	42,945	D	
Common Stock	02/14/2011		S		11,000	D	\$9.9632	31,945	D	
Common Stock	02/15/2011		A		10,500 ⁽¹⁾	A	\$0.00	42,445	D	
Common Stock	02/15/2011		F		3,985 ⁽²⁾	D	\$9.63	38,460	D	
Common Stock	02/15/2011		A		5,250 ⁽³⁾	A	\$0.00	43,710	D	
Common Stock	02/15/2011		F		2,193 ⁽²⁾	D	\$9.63	41,517 ⁽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
Right to buy	\$5.87	02/14/2011		M		38,665		02/27/2007	02/27/2013	Common Stock	38,665	\$5.87	6,335	D	
Right to buy	\$5.86	02/14/2011		M		11,000		05/03/2006	05/03/2015	Common Stock	11,000	\$5.86	0	D	
Restricted Stock Units	\$0.00	02/15/2011		M		10,500		02/15/2011	02/15/2014	Common Stock	10,500	\$0.00	31,500	D	
Restricted Stock Units	\$0.00	02/15/2011		M		5,250		02/15/2010	02/15/2013	Common Stock	5,250	\$0.00	21,000	D	

Explanation of Responses:

- These shares of common stock were acquired upon the vesting of restricted stock units on 2/15/2011. 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.
- 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 2/15/2011. 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.

4. Includes 21,000 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 02/16/2011
Donovan

** 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.