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| <b>OMB APPROVAL</b>                          |           |
| 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*<br><b>SIMLER YARON</b><br><br>(Last) (First) (Middle)<br><b>549 BALTIC WAY</b><br><br>(Street)<br><b>SUNNYVALE CA 94089</b><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><b>HARMONIC INC [ HLT ]</b> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><b>President, CSD</b> |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>11/26/2003</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                    | 11/26/2003                           |  | S                              |   | 1,394   | D          | \$8.5  | 13,655  | D  |   |
| Common Stock                    | 11/26/2003                           |  | S                              |   | 2,900   | D          | \$8.49 | 10,755  | D  |   |
| Common Stock                    | 11/26/2003                           |  | S                              |   | 512   | D          | \$8.48 | 10,243  | D  |   |
| Common Stock                    | 11/26/2003                           |  | S                              |   | 900   | D          | \$8.46 | 9,343   | D  |   |
| Common Stock                    | 11/26/2003                           |  | S                              |   | 400   | D          | \$8.47 | 8,943   | D  |   |
| Common Stock                    | 11/26/2003                           |  | S                              |   | 600   | D          | \$8.45 | 8,343   | D  |   |
| Common Stock                    | 11/26/2003                           |  | S                              |   | 300   | D          | \$8.44 | 8,043   | D  |   |
| Common Stock                    | 11/26/2003                           |  | S                              |   | 2,200   | D          | \$8.43 | 5,843   | D  |   |
| Common Stock                    | 11/26/2003                           |  | S                              |   | 400   | D          | \$8.42 | 5,443   | D  |   |
| Common Stock                    | 11/26/2003                           |  | S                              |   | 394   | D          | \$8.4  | 5,049 <sup>(1)</sup>  | 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 |   |  |  |   |  |

**Explanation of Responses:**

1. Common Stock holdings included 1,652 and 1,692 shares acquired in Harmonic's Employee Stock Purchase Plan on January 2, 2003 and July 1, 2003, respectively.

**Remarks:**

/s/Laura Donovan By: Laura Donovan, Attorney-in-Fact 12/01/2003

\*\* 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.