OMB APPROVAL

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

FORM 5

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

	Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).							
	Form 3 Holdings Reported							
	Form 4 Transactions Reported							
1.	Name and Address of Reporting Person*	2.	Issuer Name and Ticker or Trading Symbol	3.	. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)			
	Dickson, Robin N.		Harmonic Inc. (HLIT)					
	(Last) (First) (Middle)	_						
		4.	Statement for Month/Year	5.	If Amendment, Date of Original (Month/Year)			
	549 Baltic Way		December 2002					
	(Street)	6.	Relationship of Reporting Person(s) to Issuer (Check All Applicable)	7.	Individual or Joint/Group Reporting (Check Applicable Line)			
			☐ Director ☐ 10% Owner					
	Sunnyvale, CA 94089				☐ Form filed by More than One Reporting			
	(City) (State) (Zip)		☐ Other (specify below)		Person			
			Chief Financial Officer					
*	If the form is filed by more than one	repo	ting person, see instruction 4(b)(v).					

Title of 2. Security (Instr. 3)	Transaction Date (Month/Day/Year)	2A. Deemed Execution 3. Date, if any (Month/Day/Year)	Transaction 4. Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5.	Amount of Securities Beneficially Owned at the End of Issuer's Fiscal Year (Instr. 3 and 4)	6.	Ownership 7. Form: Direct (D) or Indirect (I) (Instr. 4)	Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price					
Common Stock	6/28/02		NR	2,318	Α	\$3.1102		57,024		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.	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)		
											(A)	(D)		
	Common Stock (right to buy)		\$10.40		1/23/02				A		37,000			
						Pag	e 3							

		Table	II –	– Deriv				sed of, or Beneficially ns, convertible secu				
Expira	Exercisat ration Dat th/Day/Ye	Date			I Amount of ng Securities and 4)	8.	Price of Derivative9. Security (Instr. 5)	Number of Derivative Securities Beneficially Owned at End of Year (Instr. 4)	10.	Ownership of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11.	Nature of Indirect Beneficial Ownership (Instr. 4)
	Date rcisable	Expiration Date		Title	Amount or Number of Shares							
	(1)	1/23/12		Commor Stock	າ 37,0	00		37,000		D		
plana	ation of	f Respons	ses:									
Twer	nty five	percent of	the	shares	subject to the t each month			months after the Vest	ing Co	mmencement Date,	and 1	/48th of t
							n Table One of this quirements of Rule	form include shares p 16-B.	urchas	sed through Harmon	ic's E	mployee
				/:	s/ Laura Dono	ovan	ı	February ²	10, 200	3		
		-			ture of Report y: Laura Don			Dat	e			

^{**} 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 provided is insufficient, see Instruction 6 for procedure.