

OMB APPROVAL	
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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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> <hr/> (Last) (First) (Middle) 4300 NORTH FIRST ST. <hr/> (Street) SAN JOSE CA 95134 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 02/08/2011	3. Issuer Name and Ticker or Trading Symbol <u>HARMONIC INC [HLT]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) VP of Worldwide Sales	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	448	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Restricted Stock Units ⁽¹⁾	02/15/2011 ⁽²⁾	02/15/2014	Common Stock	30,000	0.00	D
Restricted Stock Units ⁽¹⁾	02/15/2011 ⁽²⁾	02/15/2014	Common Stock	14,000	0.00	D
Restricted Stock Units ⁽¹⁾	11/15/2011 ⁽³⁾	11/15/2014	Common Stock	15,000	0.00	D
Stock Option/Right to Buy	01/04/2011 ⁽⁴⁾	01/04/2017	Common Stock	60,000	6.56	D
Stock Option/Right to Buy	02/15/2011 ⁽⁵⁾	02/19/2017	Common Stock	26,000	6.41	D
Stock Option/Right to Buy	11/15/2011 ⁽⁵⁾	11/30/2017	Common Stock	25,000	6.76	D

Explanation of Responses:

- Each restricted stock unit represents a contingent right to receive one share of Harmonic common stock.
- Twenty five percent of the shares subject to the restricted stock units are scheduled to vest on February 15, 2011, and twelve and one half percent of the restricted stock units are scheduled to vest on each of August 15, 2011, February 15, 2012, August 15, 2012, February 15, 2013, August 15, 2013 and February 15, 2014.
- Twenty five percent of the shares subject to the restricted stock units are scheduled to vest on November 15, 2011, and twelve and one half percent of the restricted stock units are scheduled to vest on each of May 15, 2012, November 15, 2012, May 15, 2013, November 15, 2013, May 15, 2014 and November 15, 2014.
- Twenty-five percent of the Shares subject to the Option are scheduled to vest twelve months after the Vesting Commencement Date, and one forty eighth of the Shares subject to the Option are scheduled to vest monthly thereafter.
- Twenty-five percent of the Shares subject to the Option were scheduled to vest twelve months after the Vesting Commencement Date, and one forty eighth of the Shares subject to the Option were scheduled to vest on the 15th day of each month thereafter.

Remarks:

/s/ Laura Donovan By
Attorney-in-Fact: Laura Donovan 02/14/2011

** 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 5 (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.

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