

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* HARSHMAN PATRICK (Last) (First) (Middle) 549 BALTIC WAY (Street) SUNNYVALE CA 94089 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol HARMONIC INC [HLT]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President and CEO
	3. Date of Earliest Transaction (Month/Day/Year) 02/19/2010	
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			

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
Restricted Stock Units	\$0.00 ⁽¹⁾	02/19/2010		A		15,000		(2)	(2)	Common Stock	15,000	\$0.00	15,000	D	
Restricted Stock Units	\$0.00 ⁽¹⁾	02/19/2010		A		105,000		(3)	02/15/2014	Common Stock	105,000	\$0.00	105,000	D	
Stock Options (Right to Buy)	\$6.41	02/19/2010		A		195,000		02/15/2011 ⁽⁴⁾	02/15/2017	Common Stock	195,000	\$6.41	195,000	D	

Explanation of Responses:

- Each restricted stock unit represents a contingent right to receive one share of HLT common stock.
- The shares subject to these restricted stock units are scheduled to vest in full on May 14, 2010.
- 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 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 on the 15th day of each month thereafter.

Remarks:

/s/ Laura Donovan By:
Attorney-in-Fact Laura Donovan 02/23/2010

** 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.

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