

<b>OMB APPROVAL</b>	
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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* <u>Carrington Mark</u>  (Last) (First) (Middle) 4300 NORTH FIRST ST.  (Street) SAN JOSE CA 95134  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>HARMONIC INC [ HLT ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner  <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Sr. VP of Worldwide Sales</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/15/2012</u>	
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	02/15/2012		A		3,600 <sup>(1)</sup>	A	\$0.00	17,128	D	
Common Stock	02/15/2012		F		1,320 <sup>(2)</sup>	D	\$6.27	15,808	D	
Common Stock	02/15/2012		A		1,750 <sup>(3)</sup>	A	\$0.00	17,558	D	
Common Stock	02/15/2012		F		641 <sup>(2)</sup>	D	\$6.27	16,917	D	
Common Stock	02/15/2012		A		7,500 <sup>(4)</sup>	A	\$0.00	24,417	D	
Common Stock	02/15/2012		F		3,071 <sup>(2)</sup>	D	\$6.27	21,670 <sup>(5)</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						Title
Restricted Stock Units	\$0.00	02/15/2012		M		3,600	02/15/2011	02/15/2014	Common Stock	3,600	\$0.00	14,400	D	
Restricted Stock Units	\$0.00	02/15/2012		M		1,750	02/15/2011	02/15/2014	Common Stock	1,750	\$0.00	7,000	D	
Restricted Stock Units	\$0.00	02/15/2012		M		7,500	02/15/2012	02/15/2015	Common Stock	7,500	\$0.00	22,500	D	

**Explanation of Responses:**

- These shares of common stock were acquired upon the vesting of restricted stock units on 2/15/2012. These restricted stock units were initially granted to Mr. Carrington on 1/4/2010, and were identified on a Form 3 filed by Mr. Carrington on 2/14/2011.
- Shares of Harmonic Inc. common stock withheld by Harmonic 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 2/15/2012. These restricted stock units were initially granted to Mr. Carrington on 2/19/2010, and were identified on a Form 3 filed by Mr. Carrington on 2/14/2011.
- These shares of common stock were acquired upon the vesting of restricted stock units on 2/15/2012. These restricted stock units were initially granted to Mr. Carrington on 3/4/2011, and were identified on a Form 4 filed by Mr. Carrington on 3/8/2011.
- Includes 324 shares of common stock acquired in the company's Section 16-b exempt employee stock purchase plan on 1/3/2012.

**Remarks:**

/s/ Laura Donovan By:  
Attorney-in-Fact Laura  
Donovan

02/17/2012

\*\* 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.**