SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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[*] REDDERSEN WILLIAM F	2. Issuer Name **and** Ticker or Trading Symbol HARMONIC INC [HLIT]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last) (First) (Middle) 4300 NORTH FIRST STREET	3. Date of Earliest Transaction (Month/Day/Year) 03/12/2013	X Director 10% Owner
		☐ Officer (give title below) ☐ Other (specify below)
(Street) SAN JOSE CA 95134	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
(City) (State) (Zip)		X Form filed by One Reporting Person
		☐ Form filed by More than One Reporting Person

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	03/12/2013		M		10,000[(1)]	A	$3.89	97,567	D	
Common Stock	03/12/2013		S		8,166	D	$5.7578	89,401	D	
Common Stock	03/12/2013		M		10,000[(2)]	A	$3.965	99,401	D	
Common Stock	03/12/2013		S		8,245	D	$5.7578	91,156	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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option/Right to Buy	$3.89	03/12/2013		M			10,000	06/22/2003	05/22/2013	Common Stock	10,000	$3.89	0	D	
Stock Option/Right to Buy	$3.965	03/12/2013		M			10,000	07/28/2006	06/28/2013	Common Stock	10,000	$3.965	0	D	

Explanation of Responses:

1. These shares of common stock were acquired upon the exercise of stock options on 3/12/2013. These options were initially granted to the Reporting Person on 5/22/2003, and were identified on a Form 4 filed by the Reporting Person on 5/23/2003.

2. These shares of common stock were acquired upon the exercise of stock options on 3/12/2013. These options were initially granted to the Reporting Person on 6/28/2006, and were identified on a Form 4 filed by the Reporting Person on 6/29/2006.

Remarks:

/s/ Laura Donovan By: Attorney-in-Fact Laura Donovan   03/13/2013

** 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.