SEC Form 4

FORM 4

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden hours per response: 0.5

☐ 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*

DICKSON ROBIN N

(Last) (First) (Middle)

549 BALTIC WAY

(Street)

SUNNYVALE CA 94089

(City) (State) (Zip) | 2. Issuer Name **and** Ticker or Trading Symbol
HARMONIC INC [HLIT]

3. Date of Earliest Transaction (Month/Day/Year)
05/15/2008

4. If Amendment, Date of Original Filed (Month/Day/Year)
05/19/2008 | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

Director 10% Owner
X Officer (give title below) Other (specify below)

Chief Financial Officer

6. Individual or Joint/Group Filing (Check Applicable Line)
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	05/16/2008	05/16/2008	M		24,000	A	$7.8125	103,466	D	
Common Stock	05/16/2008	05/16/2008	S		24,000	D	$8.56	79,466[1]	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				
Right to buy	$7.8125	05/16/2008	05/16/2008	M			24,000	06/08/1999	06/08/2008	Common Stock	24,000	$7.8125	0	D	
Right to buy	$8.17	05/15/2008	05/15/2008	A		100,000		04/01/2009[2]	05/15/2015	Common Stock	100,000	$8.17	100,000	D	

Explanation of Responses:

1. This form includes 1,329 shares acquired through the company employee stock purchase plan (423 shares on 7/3/06, 422 on 1/3/07, 266 on 7/2/07 and 218 on 1/2/08)

2. Twenty-five percent of the Shares subject to the Option vest twelve months after the Vesting Commencement Date, and 1/48 of the Shares subject to the Option vest each month thereafter.

Remarks:

/s/ Laura Donovan By Attorney-in-Fact: Laura Donovan 05/20/2008

** 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.