## FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL									
OMB Number: 3235-0287									
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I i. Name and Address of Reporting Ferson			2. Issuer Name <b>and</b> Ticker or Trading Symbol HARMONIC INC [HLIT]	5. Relationship of Reporting Person(s) to Issuer				
(Last) 549 BALTIC W (Street)	(First) /AY	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 11/06/2003	(Check all applicable)  X Director 10% Owner  Officer (give (specify below))  Chairman, President & CEO				
(City)	CA (State)	94089 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	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. Transac Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D)	7. Nature of Indirect Beneficial Ownership			
			Code	V	(A) or		Following Reported Transaction(s) (Instr. 3 and 4)	or Indirect (I) (Instr. 4)	(Instr. 4)				
Common Stock <sup>(1)</sup>	11/06/2003		M		33,332	A	\$0.9	429,197	D				
Common Stock	11/07/2003		S		800	D	\$9.21	428,397	D				
Common Stock	11/07/2003		S		298	D	\$9.2	428,099	D				
Common Stock	11/07/2003		S		200	D	\$9.19	427,899	D				
Common Stock	11/07/2003		S		702	D	\$9.17	427,197	D				
Common Stock	11/07/2003		S		200	D	\$9.16	426,997	D				
Common Stock	11/07/2003		S		1,400	D	\$9.165	425,597	D				
Common Stock	11/07/2003		S		1,200	D	\$9.15	424,397	D				
Common Stock	11/07/2003		S		100	D	\$9.14	424,297	D				
Common Stock	11/07/2003		S		1,850	D	\$9.12	422,447	D				
Common Stock	11/07/2003		S		3,203	D	\$9.1	419,244	D				
Common Stock	11/07/2003		S		1,850	D	\$9.09	417,394	D				

Stock	11/07/2003	S	200	D	\$9.07	417,194	D	
Common Stock	11/07/2003	S	1,297	D	\$9.06	415,897	D	
Common Stock	11/07/2003	S	2,000	D	\$9.05	413,897	D	
Common Stock	11/07/2003	S	2,800	D	\$9.04	411,097	D	
Common Stock	11/07/2003	S	600	D	\$9.03	410,497	D	
Common Stock	11/07/2003	S	1,400	D	\$9.02	409,097	D	
Common Stock	11/07/2003	S	10,800	D	\$9.01	398,297	D	
Common Stock	11/07/2003	S	2,100	D	\$8.98	396,197	D	
Common Stock	11/07/2003	S	332	D	\$8.97	395,865	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. Transac Code (Instr. 8				6. Date Exercisable and Expiration Date (Month/Day/Year)		ion Amount of Underlying		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: 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				
1988 Stock Option Plan	\$0.9	11/06/2003		м			33,332	(2)	03/08/2004	Common Stock	33,332	\$0.9	0	D	

## **Explanation of Responses:**

- 1. Common Stock (right to buy)
- 2. Twenty-five percent of the Shares subject to the Option vested twelve months after the Vesting Commencement Date, and 1/48 of the Shares subject to the Option vested each month thereafter.

/s/Laura Donovan By: Laura Donovan, Attorney- 11/10/2003 In-Fact

\*\* 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.