

HARMONIC INC
Form 3
May 10, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

<p>1. Name and Address of Reporting Person *</p> <p>Ben-Natan Nimrod</p> <p>(Last) (First) (Middle)</p> <p>549 BALTIC WAY</p> <p>(Street)</p> <p>SUNNYVALE, CA 94089</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>05/01/2007</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>HARMONIC INC [HLIT]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) VP, Solutions & Strategy</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

<p>1. Title of Security (Instr. 4)</p>	<p>2. Amount of Securities Beneficially Owned (Instr. 4)</p>	<p>3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)</p>	<p>4. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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 control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<p>1. Title of Derivative Security (Instr. 4)</p>	<p>2. Date Exercisable and Expiration Date (Month/Day/Year)</p> <p>Date Exercisable Expiration Date</p>	<p>3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)</p> <p>Title Amount or Number of Shares</p>	<p>4. Conversion or Exercise Price of Derivative Security</p>	<p>5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)</p>	<p>6. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
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Right to buy	07/14/1998 ⁽¹⁾	07/14/2007	Common Stock	960	\$ 10.4375	D	Â
Right to buy	04/30/1999 ⁽¹⁾	04/30/2008	Common Stock	3,668	\$ 8.75	D	Â
Right to buy	06/22/2000 ⁽¹⁾	06/22/2009	Common Stock	3,500	\$ 25.5	D	Â
Right to buy	08/01/2001 ⁽¹⁾	08/01/2010	Common Stock	9,000	\$ 23.5625	D	Â
Right to buy	01/26/2002 ⁽¹⁾	01/26/2011	Common Stock	10,000	\$ 9.125	D	Â
Right to buy	01/23/2003 ⁽¹⁾	01/23/2012	Common Stock	13,000	\$ 10.4	D	Â
Right to buy	01/14/2005 ⁽¹⁾	01/14/2014	Common Stock	9,000	\$ 8.93	D	Â
Right to buy	05/03/2006 ⁽¹⁾	05/03/2015	Common Stock	8,196	\$ 5.86	D	Â
Right to buy	02/27/2007 ⁽¹⁾	02/27/2013	Common Stock	40,000	\$ 5.87	D	Â
Right to buy	05/01/2008 ⁽¹⁾	05/01/2014	Common Stock	70,000	\$ 8.2	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ben-Natan Nimrod 549 BALTIC WAY SUNNYVALE, CA 94089	Â	Â	Â VP, Solutions & Strategy	Â

Signatures

/s/ Laura Donovan Attorney-in-Fact: Laura Donovan 05/10/2007

Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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).

(1) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.