

HARMONIC INC  
Form 4/A  
May 20, 2008

**FORM 4**

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

OMB APPROVAL

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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 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)

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 Original Filed (Month/Day/Year)  
**05/19/2008**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Chief Financial Officer**

6. Individual or Joint/Group Filing (Check Applicable Line)  
 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)
				(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 <sup>(1)</sup>	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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**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 Underlying Security (Instr. 3 and 4)
Right to buy	\$ 7.8125	05/16/2008	05/16/2008	M	24,000	06/08/1999 06/08/2008	Common Stock
Right to buy	\$ 8.17	05/15/2008	05/15/2008	A	100,000	04/01/2009 <sup>(2)</sup> 05/15/2015	Common Stock

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DICKSON ROBIN N 549 BAL TIC WAY SUNNYVALE, CA 94089			Chief Financial Officer	

**Signatures**

/s/ Laura Donovan By Attorney-in-Fact: Laura Donovan  
 Date: 05/20/2008  
 \*\*Signature of Reporting Person

**Explanation of Responses:**

- \* 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).
- (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.

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.