

HARMAN INTERNATIONAL INDUSTRIES INC /DE/
 Form 4
 February 02, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 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 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 *
GIROD BERNARD A

2. Issuer Name and Ticker or Trading Symbol
HARMAN INTERNATIONAL INDUSTRIES INC /DE/ [HAR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 723 21ST PLACE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/31/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
 Vice Chairman and CEO

SANTA MONICA, CA 90402

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 | Price | |
| Common Stock | 01/31/2006 | | M | | 6,372 | \$ 15.6875 | A 262,619 D |
| Common Stock | 01/31/2006 | | S ⁽¹⁾ | | 6,372 | \$ 106.75 | D 256,247 D |
| Common Stock | 01/31/2006 | | M | | 193,628 | \$ 15.6875 | A 449,875 D |
| Common Stock | 01/31/2006 | | S ⁽¹⁾ | | 193,628 | \$ 106.75 | D 256,247 D |
| Common Stock | 01/31/2006 | | M | | 140,372 | \$ 10.3594 | A 396,619 D |

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| | | | | | | | | |
|--------------|------------|---------------------------|---------|---|-----------|---------|---|-----------|
| Common Stock | 01/31/2006 | <u>S</u> ⁽¹⁾ | 140,372 | D | \$ 106.75 | 256,247 | D | |
| Common Stock | 01/31/2006 | M | 102,000 | A | \$ 10.875 | 358,247 | D | |
| Common Stock | 01/31/2006 | <u>S</u> ⁽¹⁾ | 102,000 | D | \$ 106.75 | 256,247 | D | |
| Common Stock | 01/31/2006 | M | 181,824 | A | \$ 11 | 438,071 | D | |
| Common Stock | 01/31/2006 | <u>S</u> ⁽¹⁾ | 181,824 | D | \$ 106.75 | 256,247 | D | |
| Common Stock | 01/31/2006 | M | 2 | A | \$ 18.445 | 256,249 | D | |
| Common Stock | 01/31/2006 | <u>S</u> ⁽¹⁾ | 2 | D | \$ 106.75 | 256,247 | D | |
| Common Stock | 01/31/2006 | M | 119,998 | A | \$ 18.445 | 376,245 | D | |
| Common Stock | 01/31/2006 | <u>S</u> ⁽¹⁾ | 119,998 | D | \$ 106.75 | 256,247 | D | |
| Common Stock | 01/31/2006 | M | 90,000 | A | \$ 24.115 | 346,247 | D | |
| Common Stock | 01/31/2006 | <u>S</u> ⁽¹⁾ | 90,000 | D | \$ 106.75 | 256,247 | D | |
| Common Stock | 01/31/2006 | M | 40,000 | A | \$ 50.025 | 296,247 | D | |
| Common Stock | 01/31/2006 | <u>S</u> ⁽¹⁾ | 40,000 | D | \$ 106.75 | 256,247 | D | |
| Common Stock | 01/31/2006 | M | 20,000 | A | \$ 98.62 | 276,247 | D | |
| Common Stock | 01/31/2006 | <u>S</u> ⁽¹⁾ | 20,000 | D | \$ 106.75 | 256,247 | D | |
| Common Stock | 01/16/2006 | <u>G</u> ⁽²⁾ V | 550 | D | \$ 0 | 255,697 | D | |
| Common Stock | | | | | | 18,049 | I | by 401(k) |

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

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SEC 1474
(9-02)

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

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| 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) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Incentive Stock Option (right to buy) | \$ 15.6875 | 01/31/2006 | | M | 6,372 | 08/07/2001 ⁽³⁾ | 08/07/2010 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 15.6875 | 01/31/2006 | | M | 193,628 | 08/07/2001 ⁽³⁾ | 08/07/2010 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 10.3594 | 01/31/2006 | | M | 140,372 | 07/22/1998 ⁽³⁾ | 07/22/2007 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 10.875 | 01/31/2006 | | M | 102,000 | 09/05/1997 ⁽³⁾ | 09/05/2006 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 11 | 01/31/2006 | | M | 181,824 | 07/30/2000 ⁽³⁾ | 07/30/2009 | Common Stock |
| Incentive Stock Option (right to buy) | \$ 18.445 | 01/31/2006 | | M | 2 | 08/07/2002 ⁽³⁾ | 08/07/2011 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 18.445 | 01/31/2006 | | M | 119,998 | 08/07/2002 ⁽³⁾ | 08/07/2011 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 24.115 | 01/31/2006 | | M | 90,000 | 09/24/2003 ⁽³⁾ | 09/24/2012 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 50.025 | 01/31/2006 | | M | 40,000 | 09/23/2004 ⁽³⁾ | 09/23/2013 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 98.62 | 01/31/2006 | | M | 20,000 | 09/03/2005 ⁽³⁾ | 09/03/2014 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| | | | | |

GIROD BERNARD A
723 21ST PLACE
SANTA MONICA, CA 90402

X

Vice Chairman and CEO

Signatures

/s/ Bernard Girod - Power of Attorney
on File

02/02/2006

__Signature of Reporting Person

Date

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) Private sale of Issuer's securities.
- (2) Bonafide gift to family members.
- (3) Options vest in five equal increments commencing one year from the date of the grant, pursuant to the Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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