

Paliwal Dinesh C
Form 4
March 03, 2010

FORM 4

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

OMB APPROVAL

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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 *
Paliwal Dinesh C

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)

3. Date of Earliest Transaction (Month/Day/Year)
03/01/2010

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, CEO & President

C/O HARMAN INTERNATIONAL, 400 ATLANTIC STREET, SUITE 1500
(Street)

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

STAMFORD, CT 06901
(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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	03/01/2010		M		18,575 (1) \$ 0	50,992	D
Common Stock	03/01/2010		M		5,417 (1) \$ 0	50,992	D
Common Stock	03/01/2010		M		12,856 (2) \$ 0	63,848	D
Common Stock	03/01/2010		D		12,856 (2) \$ 43.48	50,992	D

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Common Stock	03/01/2010	M	32,460 <u>(3)</u>	A	\$ 0	83,452	D
Common Stock	03/01/2010	F	9,981	D	\$ 43.48	73,531	D

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

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(9-02)

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 Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Restricted Share Units	<u>(5)</u>	03/01/2010		M	12,856	<u>(2)</u> <u>(2)</u>	Common Stock	12,856
Restricted Share Units	<u>(4)</u>	03/01/2010		M	32,460	<u>(3)</u> <u>(3)</u>	Common Stock	32,460

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Paliwal Dinesh C C/O HARMAN INTERNATIONAL 400 ATLANTIC STREET, SUITE 1500 STAMFORD, CT 06901	X		Chairman, CEO & President	

Signatures

Jessica Stockel, as attorney-in-fact, for Dinesh Paliwal 03/03/2010

 **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) The restricted shares vested on March 1, 2010 pursuant to Mr. Paliwal's original agreement with Harman dated 7/1/07.
- (2) As provided for under Mr. Paliwal's agreement with Harman dated 1/2/08, the 12,856 share units vested on March 2, 2010 and were settled for cash.
- (3) As provided for under Mr. Paliwal's agreement with Harman dated December 3, 2008, the 32,460 restricted share units vested on March 1, 2010 and were settled for stock.
- (4) Each restricted share unit represents a contingent right to receive one share of Harman's common stock.
- (5) Each restricted share unit represents a contingent right to receive cash equal to the value of one share of Harman common stock.

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.