Paliwal Dinesh C Form 4 March 03, 2010

## 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

#### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

2. Issuer Name and Ticker or Trading

HARMAN INTERNATIONAL

INDUSTRIES INC /DE/ [HAR]

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

C/O HARMAN

1. Name and Address of Reporting Person \* Paliwal Dinesh C (Last)

(First) (Middle)

INTERNATIONAL, 400 ATLANTIC STREET, SUITE 1500

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

Symbol

3. Date of Earliest Transaction

(Month/Day/Year)

03/01/2010

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

**OMB APPROVAL** 

Estimated average

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January 31,

2005

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response...

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

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

STAMFORD, CT 06901

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative	Secur	ities Acqu	iired, Disposed of	f, or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit on(A) or Di (Instr. 3,	sposed	of (D)	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)
Common Stock	03/01/2010		M	18,575 (1)	A	\$ 0	50,992	D	
Common Stock	03/01/2010		M	5,417 (1)	A	\$ 0	50,992	D	
Common Stock	03/01/2010		M	12,856 (2)	A	\$ 0	63,848	D	
Common Stock	03/01/2010		D	12,856	D	\$ 43.48 (2)	50,992	D	

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Common Stock	03/01/2010	M	32,460 (3)	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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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)	Secur Secur Acqu or Di (D)	rities hired (A) sposed of :. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8 II S (
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Share Units	<u>(5)</u>	03/01/2010		M		12,856	(2)	<u>(2)</u>	Common Stock	12,856	
Restricted Share Units	<u>(4)</u>	03/01/2010		M		32,460	(3)	(3)	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	X	X Chairman, CEO & Presiden					
STAMFORD, CT 06901							

# **Signatures**

Jessica Stockel, as attorney-in-fact, for Dinesh 03/03/2010 Paliwal \*\*Signature of Reporting Person Date

Reporting Owners 2 Edgar Filing: Paliwal Dinesh C - Form 4

### **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.