

HARMAN INTERNATIONAL INDUSTRIES INC /DE/
 Form 4
 December 11, 2015

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 *
 Steel Gary

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)
 12/03/2015

____ Director
 ____ Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)

C/O HARMAN INTERNATIONAL INDUSTRIES, INC, 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 12/03/2015 | | M | | 1,255 (1) A \$ 0 | D | |
| Common Stock | 12/03/2015 | | F | | 377 (3) D \$ 99.75 | D | |
| Common Stock | 12/04/2015 | | M | | 512 (4) A \$ 0 | D | |
| Common Stock | 12/04/2015 | | F | | 154 (3) D \$ 99.75 | D | |
| | 12/05/2015 | | M | | A \$ 0 | D | |

| | | | | | | | | |
|--------------|------------|--|---|----------------|---|-------|--------|---|
| Common Stock | | | | 1,040 | | | | |
| | | | | <u>(5)</u> | | | | |
| Common Stock | 12/05/2015 | | F | 312 <u>(3)</u> | D | \$ | 18,887 | D |
| | | | | | | 99.75 | | |

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) | 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 | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|-------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Restricted Share Unit | <u>(2)</u> | 12/03/2015 | | M | | <u>(1)</u> | <u>(1)</u> | Common Stock | 1,255 |
| Restricted Share Unit | <u>(2)</u> | 12/04/2015 | | M | | <u>(4)</u> | <u>(4)</u> | Common Stock | 512 |
| Restricted Share Unit | <u>(2)</u> | 12/05/2015 | | M | | <u>(5)</u> | <u>(5)</u> | Common Stock | 1,040 |
| Restricted Share Unit | <u>(2)</u> | 12/09/2015 | | A | 1,413 | <u>(1)</u> | <u>(1)</u> | Common Stock | 1,413 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Steel Gary
C/O HARMAN INTERNATIONAL INDUSTRIES, INC
400 ATLANTIC STREET, SUITE 1500
STAMFORD, CT 06901

Signatures

Marisa Iasenza, as attorney-in-fact, for Gary
Steel

12/11/2015

__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) Restricted share units vest fully 1 year from the date of grant.
- (2) Each restricted share unit represents a contingent right to receive one share of common stock of the issuer.
- (3) Represents shares of common stock of the issuer withheld to cover taxes due upon vesting of the restricted share units reported herein.
- (4) Restricted share units vest 33 1/3% per year commencing on December 4, 2014
- (5) Restricted share units vest 33 1/3% per year commencing on December 5, 2013.

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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