

Steel Gary
Form 4
December 09, 2011

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)
12/07/2011

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Amount or Price | | |
| Common Stock | 12/08/2011 | | M | A | 1,161 ⁽³⁾ \$ 0 | D | |
| Common Stock | 12/08/2011 | | F | D | 349 \$ 39.41 | D | |
| Common Stock | 12/08/2011 | | M | A | 886 ⁽⁴⁾ \$ 0 | D | |
| Common Stock | 12/08/2011 | | F | D | 266 \$ 39.41 | D | |

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- (1) Each restricted share unit represents a contingent right to receive one share of Harman's common stock.
- (2) Restricted share units vest 33 1/3% per year commencing on December 7, 2012.
- (3) Restricted share units vest 33 1/3% per year commencing on December 8, 2010.
- (4) Restricted share units vest 33 1/3% per year commencing on December 8, 2011.

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.