

HARMAN INTERNATIONAL INDUSTRIES INC /DE/
 Form 4
 December 06, 2013

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 *
 Einsmann Harald

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)

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

C/O HARMAN INTERNATIONAL INDUSTRIES, INC, 400 ATLANTIC STREET, SUITE 1500

12/04/2013

(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 | 12/04/2013 | | M | 887 ⁽¹⁾ A \$ 0 | 21,922 | D | |
| Common Stock | 12/04/2013 | | M | 2,034 ⁽¹⁾ A \$ 0 | 23,956 | D | |
| Common Stock | 12/04/2013 | | M | 3,120 ⁽¹⁾ A \$ 0 | 27,076 | D | |
| Common Stock | 12/04/2013 | | F | 267 D \$ 81.34 | 26,809 | D | |
| | 12/04/2013 | | F | 612 D | 26,197 | D | |

| | | | | | | | |
|--------------|------------|---|-----|---|--|----------|----------|
| Common Stock | | | | | | \$ 81.34 | |
| Common Stock | 12/04/2013 | F | 936 | D | | \$ 81.34 | 25,261 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. Price or Value of Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|----------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Price or Value |
| | | | | | | Code | V | (A) | (D) | |
| Restricted Share Unit | (2) | 12/04/2013 | | M | 887 | (1) | (1) | Common Stock | 887 | \$ |
| Restricted Share Unit | (2) | 12/04/2013 | | M | 2,034 | (1) | (1) | Common Stock | 2,034 | \$ |
| Restricted Share Unit | (2) | 12/04/2013 | | M | 3,120 | (1) | (1) | Common Stock | 3,120 | \$ |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

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

Signatures

Marisa Iasenza, as attorney-in-fact, for Harald Einsmann

12/06/2013

__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) Upon Reporting Persons retirement from the Board of Directors on December 4, 2013, all outstanding restricted share units immediately vested.
- (2) Each restricted share unit represents a contingent right to receive one share of Harman's 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.