

HARMAN INTERNATIONAL INDUSTRIES INC /DE/
 Form 4
 September 14, 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 *
 Stacey John

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)
 09/10/2015

____ Director
 ____ Officer (give title below) _____ 10% Owner
 _____ Other (specify below)
 EVP and Chief HR Officer

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	09/10/2015		M		6,503 (1) \$ 0	D	
Common Stock	09/10/2015		A		11,001 (2) \$ 0	D	
Common Stock	09/11/2015		S		5,370 (4) (5) \$ 96.7384	D	
Common Stock	09/11/2015		S		3,200 (4) (6) \$ 97.3085	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)
Restricted Share Unit	(1)	09/10/2015		M	6,503	(3) (3)	Common Stock	6,503

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stacey John C/O HARMAN INTERNATIONAL INDUSTRIES, INC 400 ATLANTIC STREET, SUITE 1500 STAMFORD, CT 06901			EVP and Chief HR Officer	

Signatures

Marisa Iasenza, as attorney-in-fact, for John Stacey
Date: 09/14/2015

__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) Each restricted share unit represents a contingent right to receive one share of Harman's common stock.
- (2) The vesting of the 11,001 share grant is generally subject to the achievement of certain performance metrics and the continued employment of the reporting person.
- (3) Restricted share units vest fully 3 years from the date of grant.
- (4) Represents the aggregate number of shares of Issuer common stock sold to cover taxes due upon vesting of the restricted share units reported in Column 4.

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This sale price represents the weighted average sale price of the shares sold ranging from \$96.56 to \$96.95 per share. Upon request by the

- (5) Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, the reporting person will provide full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.

This sale price represents the weighted average sale price of the shares sold ranging from \$96.96 to \$97.71 per share. Upon request by the

- (6) Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, the reporting person will provide full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.

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.