

HARMAN INTERNATIONAL INDUSTRIES INC /DE/
 Form 4
 December 21, 2016

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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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 *
 Rowland Sandra E.

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

3. Date of Earliest Transaction (Month/Day/Year)
 12/19/2016

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

STAMFORD, CT 06901
 (City) (State) (Zip)

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

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 or Price | | | | | |
| Common Stock | 12/19/2016 | | M | | 456 ⁽¹⁾ | A | \$ 0 | 4,286 | D | |
| Common Stock | 12/19/2016 | | M | | 392 ⁽¹⁾ | A | \$ 0 | 4,678 | D | |
| Common Stock | 12/19/2016 | | M | | 3,540 ⁽¹⁾ | A | \$ 0 | 8,218 | D | |
| Common Stock | 12/19/2016 | | M | | 4,793 ⁽¹⁾ | A | \$ 0 | 13,011 | D | |
| | 12/19/2016 | | M | | | A | \$ 0 | 22,457 | D | |

| | | | | | | | | |
|--------------|------------|--|---|----------------------|---|-----------|--------|---|
| Common Stock | | | | 9,446 <u>(1)</u> | | | | |
| Common Stock | 12/19/2016 | | A | 470 <u>(2)</u> | A | \$ 0 | 22,927 | D |
| Common Stock | 12/19/2016 | | A | 6,372 <u>(3)</u> | A | \$ 0 | 29,299 | D |
| Common Stock | 12/19/2016 | | A | 12,944 <u>(4)</u> | A | \$ 0 | 42,243 | D |
| Common Stock | 12/19/2016 | | A | 17,002 <u>(5)</u> | A | \$ 0 | 59,245 | D |
| Common Stock | 12/19/2016 | | F | 222 <u>(7)</u> | D | \$ 110.66 | 59,023 | D |
| Common Stock | 12/19/2016 | | F | 191 <u>(7)</u> | D | \$ 110.66 | 58,832 | D |
| Common Stock | 12/19/2016 | | F | 1,723 <u>(7)</u> | D | \$ 110.66 | 57,109 | D |
| Common Stock | 12/19/2016 | | F | 2,332 <u>(7)</u> | D | \$ 110.66 | 54,777 | D |
| Common Stock | 12/19/2016 | | F | 4,596 <u>(7)</u> | D | \$ 110.66 | 50,181 | D |
| Common Stock | 12/19/2016 | | F | 230 <u>(7)</u> | D | \$ 110.66 | 49,951 | D |
| Common Stock | 12/19/2016 | | F | 3,100 <u>(7)</u> | D | \$ 110.66 | 46,851 | D |
| Common Stock | 12/19/2016 | | F | 6,298 <u>(7)</u> | D | \$ 110.66 | 40,553 | D |
| Common Stock | 12/19/2016 | | F | 8,272 <u>(7)</u> | D | \$ 110.66 | 32,281 | 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) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Pr Deriv Secur (Instr. |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|---------------------------|
|--|--|--------------------------------------|--|--------------------------------|--|--|---|---------------------------|

(Instr. 3, 4,
and 5)

| | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
|-----------------------|------|-----|-----|-----|---------------------|--------------------|-------|--|-------------------------------|
| Restricted Share Unit | | (1) | | | 12/19/2016 | | M | 456 | (6) (6) Common Stock 456 \$ |
| Restricted Share Unit | | (1) | | | 12/19/2016 | | M | 392 | (6) (6) Common Stock 392 \$ |
| Restricted Share Unit | | (1) | | | 12/19/2016 | | M | 3,540 | (6) (6) Common Stock 3,540 \$ |
| Restricted Share Unit | | (1) | | | 12/19/2016 | | M | 4,793 | (6) (6) Common Stock 4,793 \$ |
| Restricted Share Unit | | (1) | | | 12/19/2016 | | M | 9,446 | (6) (6) Common Stock 9,446 \$ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------------|
| | Director | 10% Owner | Officer | Other |
| Rowland Sandra E. C/O HARMAN INTERNATIONAL INDUSTRIES, INC 400 ATLANTIC STREET, SUITE 1500 STAMFORD, CT 06901 | | | | EVP and CFO |

Signatures

Marisa Iasenza, as attorney-in-fact, for Sandra E.
Rowland

12/21/2016

__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 common stock of the issuer.

The vesting of the 470 share grant was originally subject to the achievement of certain performance metrics and the continued employment of the reporting person. The vesting of the restricted share units reported herein, however, was accelerated pursuant to a letter agreement between the issuer and the reporting person disclosed on a Current Report on Form 8-K filed by the issuer with the Securities and Exchange Commission on December 19, 2016.

(3) The vesting of the 6,372 share grant was originally subject to the achievement of certain performance metrics and the continued employment of the reporting person. The vesting of the restricted share units reported herein, however, was accelerated pursuant to a letter agreement between the issuer and the reporting person disclosed on a Current Report on Form 8-K filed by the issuer with the Securities and Exchange Commission on December 19, 2016.

(4) The vesting of the 12,944 share grant was originally subject to the achievement of certain performance metrics and the continued employment of the reporting person. The vesting of the restricted share units reported herein, however, was accelerated pursuant to a letter agreement between the issuer and the reporting person disclosed on a Current Report on Form 8-K filed by the issuer with the

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Securities and Exchange Commission on December 19, 2016.

(5) The vesting of the 17,002 share grant was originally subject to the achievement of certain performance metrics and the continued employment of the reporting person. The vesting of the restricted share units reported herein, however, was accelerated pursuant to a letter agreement between the issuer and the reporting person disclosed on a Current Report on Form 8-K filed by the issuer with the Securities and Exchange Commission on December 19, 2016.

(6) The vesting of the restricted share units reported herein was accelerated pursuant to a letter agreement between the issuer and the reporting person disclosed on a Current Report on Form 8-K filed by the issuer with the Securities and Exchange Commission on December 19, 2016.

(7) Represents the aggregate number of shares of common stock of the issuer withheld to cover taxes due upon vesting of the restricted share units reported in Column 4.

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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