

HARMAN INTERNATIONAL INDUSTRIES INC /DE/

Form 4

December 21, 2016

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Eyler Phillip

(Last) (First) (Middle)

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

(Street)

STAMFORD, CT 06901

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
HARMAN INTERNATIONAL  
INDUSTRIES INC /DE/ [HAR]

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

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
EVP, Pres. Connected Car

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                    | V                                                                   | Amount<br>(A)<br>or<br>(D)                                                                                         | Price                                                                |                                                                   |
| Common<br>Stock                       | 12/19/2016                              |                                                             | M                                       |                                                                     | 581 <sup>(1)</sup>                                                                                                 | A \$ 0                                                               | 2,968 D                                                           |
| Common<br>Stock                       | 12/19/2016                              |                                                             | M                                       |                                                                     | 3,560 <sup>(1)</sup>                                                                                               | A \$ 0                                                               | 6,528 D                                                           |
| Common<br>Stock                       | 12/19/2016                              |                                                             | M                                       |                                                                     | 8,502 <sup>(1)</sup>                                                                                               | A \$ 0                                                               | 15,030 D                                                          |
| Common<br>Stock                       | 12/19/2016                              |                                                             | F                                       |                                                                     | 269 <sup>(3)</sup>                                                                                                 | D \$<br>110.66                                                       | 14,761 D                                                          |
|                                       | 12/19/2016                              |                                                             | F                                       |                                                                     |                                                                                                                    | D                                                                    | 13,116 D                                                          |

|        |            |   |            |        |       |   |
|--------|------------|---|------------|--------|-------|---|
| Common |            |   | 1,645      | \$     |       |   |
| Stock  |            |   | <u>(3)</u> | 110.66 |       |   |
| Common | 12/19/2016 | F | 3,928      | \$     | 9,188 | D |
| Stock  |            |   | <u>(3)</u> | 110.66 |       |   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(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) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    |                                |                                                                                         |                                                          |                                                               |                                                             |
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable                                         | Expiration Date                                               | Title                                                       |
| Restricted Share Unit                      | <u>(1)</u>                                             | 12/19/2016                           |                                                    | M                              | 581                                                                                     | <u>(2)</u>                                               | <u>(2)</u>                                                    | Common Stock                                                |
| Restricted Share Unit                      | <u>(1)</u>                                             | 12/19/2016                           |                                                    | M                              | 3,560                                                                                   | <u>(2)</u>                                               | <u>(2)</u>                                                    | Common Stock                                                |
| Restricted Share Unit                      | <u>(1)</u>                                             | 12/19/2016                           |                                                    | M                              | 8,502                                                                                   | <u>(2)</u>                                               | <u>(2)</u>                                                    | Common Stock                                                |

## Reporting Owners

| Reporting Owner Name / Address                                                                                     | Relationships |           |                          |       |
|--------------------------------------------------------------------------------------------------------------------|---------------|-----------|--------------------------|-------|
|                                                                                                                    | Director      | 10% Owner | Officer                  | Other |
| Eyler Phillip<br>C/O HARMAN INTERNATIONAL INDUSTRIES, INC<br>400 ATLANTIC STREET, SUITE 1500<br>STAMFORD, CT 06901 |               |           | EVP, Pres. Connected Car |       |

## Signatures

Marisa Iasenza, as attorney-in-fact, for Phillip Eyler

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 restricted share units reported herein was accelerated pursuant to a letter agreement between the issuer and the
- (2) 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) 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.  
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.