

HARMAN INTERNATIONAL INDUSTRIES INC /DE/
Form 4
April 28, 2005

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 *
HARMAN SIDNEY

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)
3550 WILLIAMSBURG LANE, NW
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/27/2005

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

WASHINGTON, DC 20008

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

(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 | 04/27/2005 | | M | | 210,000 | A | \$ 8.6012 3,754,044 | I | Trust ⁽¹⁾ |
| Common Stock | 04/27/2005 | | F | | 22,692 | D | \$ 79.6 3,731,352 | I | Trust ⁽¹⁾ |
| Common Stock | 04/27/2005 | | F | | 66,963 | D | \$ 79.6 3,664,389 | I | Trust ⁽¹⁾ |
| Common Stock | 04/27/2005 | | M | | 210,000 | A | \$ 10.5938 3,874,389 | I | Trust ⁽¹⁾ |
| Common Stock | 04/27/2005 | | F | | 27,948 | D | \$ 79.6 3,846,441 | I | Trust ⁽¹⁾ |

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| | | | | | | | | |
|--------------|------------|---|---------|---|-----------|-----------|---|----------------------|
| Common Stock | 04/27/2005 | F | 65,084 | D | \$ 79.6 | 3,781,357 | I | Trust ⁽¹⁾ |
| Common Stock | 04/27/2005 | M | 210,000 | A | \$ 13.125 | 3,991,357 | I | Trust ⁽¹⁾ |
| Common Stock | 04/27/2005 | F | 34,627 | D | \$ 79.6 | 3,956,730 | I | Trust ⁽¹⁾ |
| Common Stock | 04/27/2005 | F | 62,696 | D | \$ 79.6 | 3,894,034 | I | Trust ⁽¹⁾ |

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 Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Non-Qualified Stock Option (right to buy) | \$ 8.6012 | 04/27/2005 | | M | 210,000 | 05/31/1996 ⁽²⁾ | 05/31/2005 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 10.5938 | 04/27/2005 | | M | 210,000 | 06/02/1998 ⁽²⁾ | 06/02/2007 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 13.125 | 04/27/2005 | | M | 210,000 | 05/31/1997 ⁽²⁾ | 05/31/2006 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 50.025 | | | | | 09/23/2004 ⁽³⁾ | 09/23/2013 | Common Stock |
| Incentive Stock Option (right to buy) | \$ 11 | | | | | 07/30/2000 ⁽²⁾ | 07/30/2009 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 11 | | | | | 07/30/2000 ⁽²⁾ | 07/30/2009 | Common Stock |

| | | | | |
|---|------------|---------------------------|------------|-----------------|
| Incentive Stock Option (right to buy) | \$ 15.6875 | 08/07/2001 ⁽²⁾ | 08/07/2010 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 15.6875 | 08/07/2001 ⁽²⁾ | 08/07/2010 | Common Stock |
| Incentive Stock Option (right to buy) | \$ 18.445 | 08/07/2002 ⁽²⁾ | 08/07/2011 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 18.445 | 08/07/2002 ⁽²⁾ | 08/07/2011 | Common Stock |
| Incentive Stock Option (right to buy) | \$ 24.115 | 09/24/2003 ⁽²⁾ | 09/24/2012 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 24.115 | 09/24/2003 ⁽²⁾ | 09/24/2012 | Common Stock |
| Incentive Stock Option | \$ 50.025 | 09/23/2004 ⁽³⁾ | 09/23/2013 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 98.62 | 09/03/2005 ⁽³⁾ | 09/03/2014 | Common Stock |
| Incentive Stock Option | \$ 98.62 | 09/03/2005 ⁽³⁾ | 09/03/2014 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HARMAN SIDNEY 3550 WILLIAMSBURG LANE, NW WASHINGTON, DC 20008 | X | | Executive Chairman | |

Signatures

Sidney Harman prepared by Cherie
Curry

04/28/2005

**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) Includes 2,900,306 shares held in a trust for which Dr. Harman has sole dispositive and sole voting power; 154,416 shares held in an irrevocable trust for various family members for which Dr. Harman has sole voting power but shared dispositive power; 400,000 shares held by the Sidney Harman Charitable Remainder Trust for which Dr. Harman has sole dispositive power and sole voting power; and

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439,312 shares held by family members for which Dr. Harman has sole voting power pursuant to revocable proxies.

- (2) Issued pursuant to the Harman International 1992 Plan. Shares vest in five equal increments commencing one year from the date of grant.
- (3) Issued pursuant to the Harman International 2002 Plan. Shares vest in five equal increments commencing one year from the date of the grant.

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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