

Mincey Russell  
Form 4  
November 15, 2010

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Mincey Russell

2. Issuer Name **and** Ticker or Trading  
Symbol  
AVIAT NETWORKS, INC.  
[AVNW]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
5200 GREAT AMERICA  
PARKWAY

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/11/2010

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_\_ Other (specify below)  
VP, Corp. Controller and PAO

(Street)  
SANTA CLARA, CA 95054

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ 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)
Common Stock	11/11/2010		A	(A) or (D) Amount (1) 13,750	\$ 0 30,264	D	
Common Stock	11/11/2010		A	(A) or (D) Amount (2) 13,750	\$ 0 44,014	D	

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

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SEC 1474  
(9-02)

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**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 Security (Instr. 3 and 4)
Non-Qualified Stock Option (right to buy)	\$ 4.36	11/11/2010		A	27,500	(3) 11/11/2017	Common Stock 27,500

## Reporting Owners

Reporting Owner Name / Address	Relationships
Mincey Russell 5200 GREAT AMERICA PARKWAY SANTA CLARA, CA 95054	Director 10% Owner Officer Other VP, Corp. Controller and PAO

## Signatures

/s/ Meena Elliott, VP, General Counsel and Secretary, on behalf of Russell Mincey 11/15/2010

\*\*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).

- Performance shares, which are subject to vesting. Vesting requires both (a) continuing employment with the Corporation through the end of the Corporation's fiscal year 2013 (approximately June 30, 2013), and (b) achievement of at least the minimum cumulative
- (1) performance result for the three-year period set forth in the Specific Terms and Conditions. Unvested performance shares are subject to repurchase by the Corporation at \$0.01 per share if eligible employment ends or, following the determination of actual Corporation performance versus metrics, to the extent such performance shares do not vest.
  - (2) Restricted shares, which are subject to vesting. Vesting requires continuing employment with the Corporation as of the vesting dates. Restricted shares will vest as follows: 33.3% on November 11, 2011, 33.3% on November 11, 2012 and 33.3% on November 11, 2013. Unvested shares are subject to repurchase by the Corporation at \$0.01 per share if eligible employment ends before the vesting date.
  - (3) Stock options to purchase shares become exercisable if employment with the Corporation continues through the vesting dates. The options will vest as follows: 50% on November 11, 2011, 25% on November 11, 2012 and 25% on November 11, 2013.

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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