

HARMAN INTERNATIONAL INDUSTRIES INC /DE/
 Form 4
 November 15, 2004

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 *
 STAPLETON GREGORY

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)
 3601 FARING FORD ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/11/2004

Director 10% Owner
 Officer (give title below) Other (specify below)
 President & COO

THOUSAND OAKS, CA 91361
 (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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |
| Common Stock | 11/11/2004 | | M | | 10,600 | A | \$ 24.115 478,252 |
| Common Stock | 11/11/2004 | | S | | 10,600 | D | \$ 127.188 467,652 |
| Common Stock | 11/11/2004 | | M | | 20,000 | A | \$ 50.025 487,652 |
| Common Stock | 11/11/2004 | | S | | 20,000 | D | \$ 127.65 467,652 |
| Common Stock | | | | | | | 26,094 |
| | | | | | | I | By Managed 401(k) |

Account

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 Security (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Non-Qualified Stock Option (right to buy) | \$ 24.115 | 11/11/2004 | | M | 10,600 | <u>(1)</u> 09/24/2012 | Common Stock | 10,600 |
| Non-Qualified Stock Option (right to buy) | \$ 50.025 | 11/11/2004 | | M | 20,000 | <u>(1)</u> 09/23/2013 | Common Stock | 20,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| STAPLETON GREGORY 3601 FARING FORD ROAD THOUSAND OAKS, CA 91361 | X | | President & COO | |

Signatures

Gregory Stapleton - Power of Attorney on File 11/15/2004

**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) Option granted pursuant to the Harman International 1992 Plan. Option vest in five equal increments commencing one year from the date of 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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