

HARMAN INTERNATIONAL INDUSTRIES INC /DE/
 Form 4
 September 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 *
MEREDITH FRANK

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)
17528 MARILLA STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
09/28/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
Executive V.P. and COO

NORTHRIDGE 91325
 (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 | 09/26/2005 | | M | | 30,000 | A | \$ 24.115 252,924 |
| Common Stock | 09/26/2005 | | M | | 29,998 | A | \$ 18.445 282,922 |
| Common Stock | 09/26/2005 | | M | | 33,628 | A | \$ 15.6875 316,550 |
| Common Stock | 09/26/2005 | | M | | 20,000 | A | \$ 50.025 336,550 |
| Common Stock | 09/26/2005 | | F | | 59,091 | D | \$ 97.57 277,459 |

Common Stock 17,475 I by 401(k)

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

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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 Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Non Qualified Stock Option (right to buy) | \$ 24.115 | 09/26/2005 | | M | 30,000 | 09/24/2003 09/24/2012 | Common Stock 30,000 |
| Non Qualified Stock Option (right to buy) | \$ 18.445 | 09/26/2005 | | M | 29,998 | 08/07/2002 08/07/2011 | Common Stock 29,998 |
| Non Qualified Stock Option (right to buy) | \$ 15.6875 | 09/26/2005 | | M | 33,628 | 08/07/2001 08/07/2010 | Common Stock 33,628 |
| Non Qualified Stock Option (right to buy) | \$ 50.025 | 09/26/2005 | | M | 30,000 | 09/23/2004 09/23/2014 | Common Stock 30,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MEREDITH FRANK 17528 MARILLA STREET NORTHRIDGE 91325 | X | | Executive V.P. and COO | |

Signatures

Frank Meredith - Power of Attorney
on File 09/28/2005

__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) Price of option listed in column II of this table.

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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