

GILMORE STEVE
Form 4
November 16, 2009

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

OMB APPROVAL

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

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 *
GILMORE STEVE

2. Issuer Name and Ticker or Trading Symbol
Harris Stratex Networks, Inc.
[HSTX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

RESEARCH TRIANGLE
PARK, 637 DAVIS DRIVE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/12/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP, Human Resources

MORRISVILLE, NC 27560

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Class A Common Stock | 11/12/2009 | | A | 8,167 (1) | A | \$ 0 | 29,578 D |
| Class A Common Stock | 11/12/2009 | | A | 8,167 (2) | A | \$ 0 | 37,745 D |

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

SEC 1474
(9-02)

number.

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) | \$ 6 | 11/12/2009 | | A | 16,388 | ⁽³⁾ 11/12/2016 | Class A Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GILMORE STEVE RESEARCH TRIANGLE PARK 637 DAVIS DRIVE MORRISVILLE, NC 27560 | | | VP, Human Resources | |

Signatures

/s/ Meena Elliott, VP, General Counsel and Secretary, on behalf of Steve Gilmore

11/16/2009

__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 2012 (approximately June 30, 2012), 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 stocks, 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 12, 2010, 33.3% on November 12, 2011 and 33.3% on November 12, 2012. 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 12, 2010, 25% on November 12, 2011 and 25% on November 12, 2012.

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.