FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPRO	VAL
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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).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*  HENDERSON JAMES R						2. Issuer Name and Ticker or Trading Symbol AVIAT NETWORKS, INC. [ AVNW ]										ng Pers	( )		
(Last) (First) (Middle) 5200 GREAT AMERICA PARKWAY							st Trans	action (M	onth/[	Day/Year)					Other (specify below)				
(Street) SANTA CLARA CA 95054  (City) (State) (Zip)					4. If Amendment, Date of Original Filed (Month/Day/Year)									ne) X For					
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																			
Date							Execution Date, ay/Year) if any		Transaction Disposed Of Code (Instr. 5)					nd Secui Bene Owne	ities icially d Following	Form (D) or	: Direct Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
								Code	v	Amount		(A) or (D)	Price	Trans	action(s)			(11150.4)	
Stock	/2015		A		87,719 A		\$	0 8	87,719		D								
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																			
2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Execution if any	Date,	Transaction Code (Instr. 8)		of Deriv Secu Acqu (A) on Dispu of (D (Instr and 5	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Expiration Date (Month/Day/Year)  Date Expiration			Amoun or Numbe of		8. Price of Derivative Security (Instr. 5)	derivative Securities Beneficially Owned Following Reported	D O (I	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
	(State of Cartesian (State of Cartesian (State of Cartesian of Exercise Price of Derivative (Fig. 2)	(First) (IREAT AMERICA PARKWATCLARA CA 9 (State) (IREAT TABLE Security (Instr. 3)  Stock  2. Conversion or Exercise Price of Derivative (Month/Day/Year)	(First) (Middle) REAT AMERICA PARKWAY  CLARA CA 95054  (State) (Zip)  Table I - Nor  Security (Instr. 3)  Stock  Table II - L  (Conversion or Exercise Price of Derivative Price of Derivative (Month/Day/Year)	(First) (Middle)  REAT AMERICA PARKWAY  CLARA CA 95054  (State) (Zip)  Table I - Non-Deriv  Security (Instr. 3)  2. Trans Date (Month/Ill  Stock  Table II - Derivat (e.g., pt  Conversion or Exercise Price of Derivative (Month/Day/Year)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)	(First) (Middle)  REAT AMERICA PARKWAY  CLARA CA  95054  (State) (Zip)  Table I - Non-Derivative  Security (Instr. 3)  2. Transaction Date (Month/Day/Yea  Conversion or Exercise Price of Derivative Price of Derivative  (Month/Day/Year)  3. Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year)  4. If  3. Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  4. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)	(First) (Middle) REAT AMERICA PARKWAY  CLARA CA  95054  (State) (Zip)  Table I - Non-Derivative Security (Instr. 3)  Stock  2. Transaction Date (Month/Day/Year)  Table II - Derivative Security (e.g., puts, calls (Month/Day/Year)  2. (Conversion or Exercise Price of Derivative Security  Read America Parkway  3. Date of 02/10/2  4. If America Parkway  3. Date of 02/10/2015  Table II - Derivative Security (e.g., puts, calls of Code (Instr. if any (Month/Day/Year) (Month/Day/Year)  3. Date of 02/10/2	(First) (Middle) REAT AMERICA PARKWAY  CLARA CA 95054  (State) (Zip)  Table I - Non-Derivative Securities (Month/Day/Year)  Security (Instr. 3)  Table II - Derivative Securities (e.g., puts, calls, warr  Conversion or Exercise Price of Derivative Security Security  2. 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If Amendment, Date of Original (Model) (State) (Zip)  Table I - Non-Derivative Securities Acquired, Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  Security (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  Table II - Derivative Securities Acquired, Dicego, puts, calls, warrants, option:  2. Table II - Derivative Securities Acquired, Dicego, puts, calls, warrants, option:  3. Transaction Date (Month/Day/Year) (Month/Day/Year	(First) (Middle) REAT AMERICA PARKWAY  3. Date of Earliest Transaction (Month/102/10/2015  4. If Amendment, Date of Original Filed  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disponsition (Month/Day/Year)  Security (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year)  Table II - Derivative Securities Acquired, Disponsition (P.g., puts, calls, warrants, options, comparison of Exercise (Month/Day/Year) (Month/Day/Year)  2. 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Date of Earliest Transaction (Month/Day/Year) 02/10/2015  4. If Amendment, Date of Original Filed (Month/Day/Year) (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Becurity (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  Stock  02/10/2015  2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of, or Becurity Securities Acquired, Disposed of, or Becurity Securities Acquired (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date (E.g., puts, calls, warrants, options, convertible security Securities Acquired (Month/Day/Year)  Table II - Derivative Securities Acquired (Disposed of, or Becurities Acquired (Month/Day/Year) (Month/Day/Year)  3. Transaction Date (Instr. 8)  5. 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Table II - Derivative Securities Acquired, Disposed of, or Benefic (e.g., puts, calls, warrants, options, convertible securities Acquired (Month/Day/Year)  2. Table II - Derivative Securities Acquired (Month/Day/Year)  3. Transaction Date (Instr. 8)  4. Securities Acquired (Month/Day/Year)  5. Number of Expiration Date (Month/Day/Year)  6. Date Exercisable and Expiration Date (Month/Day/Year)  7. Title and Expiration Date (Month/Day/Year)  8. Date Exercisable and Expiration Date (Month/Day/Year)	(First) (Middle)  REAT AMERICA PARKWAY  3. Date of Earliest Transaction (Month/Day/Year)  4. If Amendment, Date of Original Filed (Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficial Figure (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  3. Transaction Date (e.g., puts, calls, warrants, options, convertible securities)  2. Table II - Derivative Securities Acquired, Disposed of, or Beneficially (e.g., puts, calls, warrants, options, convertible securities)  2. Code (Instr. 3)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)  4. Stock  5. Number of Code (Instr. 3)  6. Date Exercisable and Expiration Date (Month/Day/Year)  Code (Instr. 3, 4 and 5)  A Amount of Number of Numb	(First) (Middle)  REAT AMERICA PARKWAY   3. Date of Earliest Transaction (Month/Day/Year)  (State) (Zip)   Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Own  Security (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  Stock  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Particular Securities)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Nonth/Day/Year)  A 87,719  A \$0  Securities Acquired, Disposed of, or Beneficially Owned (Particular Securities)  Stock  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Particular Securities)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Particular Securities)  Stock  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Particular Securities)  A 87,719  A \$0  Expiration Date (Month/Day/Year)  Amount of Securities Acquired (Month/Day/Year)  Securities Acquired (Particular Securities)  Amount of Securities Acquired (Month/Day/Year)  Derivative Securities Acquired (Month/Day/Year)  Date (Month/Day/Year)  Amount of Securities Acquired (Month/Day/Year)  Date (Month/Day/Y	(First) (Middle) (SEAT AMERICA PARKWAY  CLARA CA 95054  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (Month/Day/Year)  2. Transaction (Month/Day/Year)  (Month/Day/Year)  A. If Amendment, Date of Original Filed (Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  2. Transaction (Bone)  (Month/Day/Year)  (Month/Day/Year)  Amount (A) or (D) Price (Instr. 3)  A. B7,719 A \$0 87,719  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  2. 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Date Exercisable and Expiration Date (Month/Day/Year)  Amount of Securities Acquired (Instr. 3)  Amount of Securities Acquired (Instr. 3)  Amount of Securities Acquired (Instr. 3)  Amount of Securities Acquired (Instr. 4)  Amount of Securities Acquired (Instr. 5)  Amount of Securities Acquired (Instr. 4)  Amount of Securities Acquired (Instr. 4)  Amount of Securities Acquired (Instr. 5)  Amount of Securities Acquired (Instr. 5)  Amount of Securities Acquired (Instr. 5)  Amount of Securities Acquired (Instr. 4)  Amount of Securities Acquired (Instr. 5)  Amount of Securities Acquired (Instr. 5)  Amount of Securities Acquired (Instr. 5)	(First) (Middle) (EAT AMERICA PARKWAY  CLARA CA 95054  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Ferom filed by More than Person  Security (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  3. Transaction Date (Month/Day/Year) (Month/Day/Year)  5. Amount of Securities Acquired (A) or Owned Following Reported (Instr. 3, and 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  2. Date Exercisable and or Disposed of (Month/Day/Year) (Month/Day/Year)  3. Transaction Date (Month/Day/Year) (Month/Day/Year)  3. Transaction (Month/Day/Year) (Month/Day/Year)  4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and Source Transaction(s) (Instr. 3) (Month/Day/Year)  3. Transaction (Month/Day/Year) (Month/Day/Year)  4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and Source Transaction(s) (Instr. 4)  5. Number of Disposed Of (D) (Instr. 3, 4 and Anount or Derivative Security (Instr. 5) (Instr. 4)  8. Price of Securities Securities (Month/Day/Year)  9. Number of Derivative Security (Instr. 3)  1. Transaction (Month/Day/Year)  1. Transaction (Month/Day/Year)  2. Date Exercisable and Or Derivative Security (Instr. 3)  1. Transaction (Month/Day/Year)  2. Date Exercisable and Or Derivative Security (Instr. 3)  2. Date of Earliest Transaction (Month/Day/Year)  3. Transaction (Month/Day/Year)  4. If Amendment, Date of Original Filed (Month/Day/Year)  5. Number of Derivative Securities (Month/Day/Year)  9. Number of Derivative Security (Instr. 3)  1. Transaction (Month/Day/Ye	(First) (Middle) (EAT AMERICA PARKWAY  CLARA CA 95054  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  Security (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  3. Stock  02/10/2015  A 87,719  A \$0 87,719  D  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Securities Securities Securities Securities Acquired (A) or Conversion Date (e.g., puts, calls, warrants, options, convertible securities)  2. Transaction Date (nstr. 3)  3. 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**Explanation of Responses:** 

Remarks:

/s/ Meena Elliott, SVP, General
Counsel & Secretary on behalf 02/12/2015
of James R. Henderson

\*\* Signature of Reporting Person Date

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

- $^{\star}$  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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.