SEC Form 4

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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

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

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1. Name and Address	1 0	1	2. Issuer Name and Ticker or Trading Symbol <u>Harris Stratex Networks, Inc.</u> [HSTX]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner					
(Last) (First) (Middle) RESEARCH TRIANGLE PARK 637 DAVIS DRIVE				X	Officer (give title below)	Other (specify below)			
		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 11/12/2009		SVP, Chief Financial Officer				
			4. If Amendment, Date of Original Filed (Month/Day/Year)		dual or Joint/Group Filing	(Check Applicable			
(Street)				Line)					
MORRISVILLE	NC	27560		X	Form filed by One Reporting Person				
		27300			Form filed by More than Person	One Reporting			
(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)	Code (4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1150. 4)
Class A Common Stock	11/12/2009		A		23,889(1)	Α	\$ <mark>0</mark>	70,730	D	
Class A Common Stock	11/12/2009		A		23,889(2)	A	\$ <mark>0</mark>	94,619	D	

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. Transa Code (8)		of		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Non- Qualified Stock Option (right to buy)	\$6	11/12/2009		A		47,938		(3)	11/12/2016	Class A Common Stock	47,938	\$0	132,252	D	

Explanation of Responses:

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 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.
 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, 2012. Unvested shares are subject to repurchase by the Corporation at \$0.01 per share if eligible employment ends before the vesting date.

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.

<u>/s/ Meena Elliott, VP, General</u>	
<u>Counsel and Secretary, on</u>	11/16/2009
<u>behalf of Thomas Cronan III</u>	
** Signature of Reporting Person	Date

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

* 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.