

HARMAN INTERNATIONAL INDUSTRIES INC /DE/
Form 8-K
August 22, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of report (Date of earliest event reported): **August 16, 2005**

HARMAN INTERNATIONAL INDUSTRIES, INCORPORATED

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other
Jurisdiction
of Incorporation)

001-09764
(Commission
File Number)

11-2534306
(IRS Employer
Identification No.)

1101 Pennsylvania Avenue, N.W., Suite 1010
Washington, D.C. 20004

(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: **(202) 393-1101**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.01. Entry into a Material Definitive Agreement.

On August 16, 2005, the Compensation and Option Committee of the Board of Directors of Harman International Industries, Incorporated (the "Company") authorized the grants of restricted common stock and options to purchase shares of common stock to certain officers and other key employees of the Company, including the individuals named below. The awards were made pursuant to the Company's 2002 Stock Option and Incentive Plan (the "Incentive Plan"). All option grants have an exercise price of \$82.00, the closing price of the Company's common stock on the New York Stock Exchange on the date of grant. Options will vest 20% each year, commencing on the first anniversary of the grant date. Restricted stock will vest on the third anniversary of the grant date.

| | <u>Number of Shares Underlying Stock Options</u> | <u>Number of Shares of Restricted Stock</u> |
|--|--|---|
| Erich A. Geiger Executive Vice President and Chief Technology Officer | 100,000 | 12,000 |
| Kevin L. Brown Vice President, Chief Financial Officer and Assistant Secretary | 25,000 | 0 |

The awards of stock options and restricted stock under the Incentive Plan are evidenced by incentive stock option agreements, nonqualified stock option agreements and restricted stock agreements, the forms of which are attached to this Current Report on Form 8-K as Exhibits 10.1, 10.2 and 10.3, respectively, and are incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits

| <u>Exhibit No.</u> | <u>Description</u> |
|------------------------|--|
| 10.1 | Form of Harman International Industries, Incorporated 2002 Stock Option and Incentive Plan Incentive Stock Option Agreement for Officers and Key Employees. |
| 10.2 | Form of Harman International Industries, Incorporated 2002 Stock Option and Incentive Plan Nonqualified Stock Option Agreement for Officers and Key Employees. |
| 10.3 | Form of Harman International Industries, Incorporated 2002 Stock Option and Incentive Plan Restricted Stock Agreement for Officers and Key Employees. |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

HARMAN INTERNATIONAL INDUSTRIES,
INCORPORATED

By: /s/ Sandra B. Robinson
Sandra B. Robinson
Vice President - Financial Operations and
Chief Accounting Officer

Date: August 22, 2005

EXHIBIT INDEX

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