

KENNARD PAUL
Form 4/A
November 21, 2008

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 *
KENNARD PAUL

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)
11/05/2008

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Chief Technical Officer

MORRISVILLE, NC 27560

4. If Amendment, Date Original Filed(Month/Day/Year)
11/07/2008

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 | |
| | | | | (1) | (2) | (3) | |
| Class A Common Stock | 11/05/2008 | | A | | 26,130 | | |
| | | | | | (1) (2) (3) | A | \$ 0 70,995 |
| | | | | | | D | |

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)

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| 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| KENNARD PAUL RESEARCH TRIANGLE PARK 637 DAVIS DRIVE MORRISVILLE, NC 27560 | | | Chief Technical Officer | |

Signatures

/s/ Juan Otero, General Counsel and Secretary, on behalf of Paul Kennard

11/21/2008

__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) This amendment is being filed to correct the vesting schedule of the performance shares granted on November 5, 2008.

Performance shares vest following the end of the Corporation's 2012 fiscal year (approximately 6/30/2012). Vesting requirements include continuous employment and achievement of certain performance results by the Corporation for the cumulative period from June 28, 2008

(2) through the end of fiscal year 2012. Up to 50% of the performance shares may vest following the end of the Corporation's 2011 fiscal year (approximately 6/30/2011) based on continuous employment and achievement of performance results by the Corporation for the cumulative period from June 28, 2008 through the end of fiscal year 2011.

(3) Shares that are not vested are subject to forfeiture should eligible employment end or if performance results for the cumulative period from June 28, 2008 through the end of fiscal year 2012 are not achieved by the Corporation.

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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