

Harris Stratex Networks, Inc.
 Form 3
 November 07, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â McFall Shaun		(Month/Day/Year)	Harris Stratex Networks, Inc. [HSTX]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		11/05/2008		
RESEARCH TRIANGLE PARK,Â 637 DAVIS DRIVE			(Check all applicable)	
(Street)			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
MORRISVILLE,Â NCÂ 27560			(give title below)	(specify below)
(City)	(State)	(Zip)	Chief Marketing Officer	
				6. Individual or Joint/Group Filing(Check Applicable Line)
				<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Stock	11,400 ⁽¹⁾	D	Â
Class A Common Stock	4,300 ⁽²⁾	D	Â
Class A Common Stock	15,494 ⁽³⁾	D	Â

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying	4. Conversion	5. Ownership	6. Nature of Indirect Beneficial
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	Date Exercisable	Expiration Date	Derivative Security (Instr. 4) Title	Amount or Number of Shares	or Exercise Price of Derivative Security	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	Ownership (Instr. 5)
Non-Qualified Stock Option (right to buy)	Â <u>(4)</u>	10/22/2011	Class A Common Stock	6,750	\$ 24.4	D	Â
Incentive Stock Option (Right to buy)	Â <u>(4)</u>	06/28/2009	Class A Common Stock	625	\$ 8.04	D	Â
Non-Qualified Stock Option (right to buy)	Â <u>(4)</u>	12/20/2009	Class A Common Stock	8,000	\$ 8.2	D	Â
Non-Qualified Stock Option (right to buy)	Â <u>(4)</u>	01/29/2009	Class A Common Stock	3,249	\$ 21.44	D	Â
Non-Qualified Stock Option (right to buy)	Â <u>(4)</u>	03/30/2011	Class A Common Stock	8,750	\$ 17.52	D	Â
Non-Qualified Stock Option (right to buy)	Â <u>(4)</u>	06/30/2012	Class A Common Stock	5,050	\$ 6.88	D	Â
Non-Qualified Stock Option (right to buy)	Â <u>(5)</u>	06/06/2013	Class A Common Stock	16,250	\$ 16.04	D	Â
Non-Qualified Stock Option (right to buy)	Â <u>(6)</u>	02/28/2014	Class A Common Stock	8,900	\$ 20.4	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McFall Shaun RESEARCH TRIANGLE PARK 637 DAVIS DRIVE MORRISVILLE, NC 27560	Â	Â	Â Chief Marketing Officer	Â

Signatures

/s/ Juan Otero, General Counsel and Secretary, on behalf of Shaun McFall

11/07/2008

 **Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) The restricted stock award shall vest 100% of the shares subject to the award on February 28, 2010, the third anniversary of the award date (2/28/2007), if eligible employment continues through that date. Unvested shares are subject to repurchase by the Corporation should eligible employment end.

(2) Performance shares shall vest following the end of the Corporation's 2009 fiscal year (approximately 6/30/2009). Vesting requirements include continuous employment and achievement of certain performance results by the Corporation for the cumulative period from January 26, 2007 through the end of fiscal year 2009. The final number of shares to vest (0% - 150%) shall be determined based on the performance results. Unvested shares are subject to repurchase by the Corporation should the eligible employment end.

(3) Performance shares shall 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 through the end of fiscal year 2009. The final number of shares to vest (0% - 150%) shall be determined based on the performance results. Unvested shares are subject to forfeit should the eligible employment end.

(4) The options pursuant to this grant are fully vested.

(5) The option vests at a rate of 1/3rd of the shares subject to the option on the first anniversary of the grant date (6/6/2006) and 1/24th of the remaining shares subject to the option each month thereafter.

(6) The option vests at a rate of 50% of the shares subject to the option on the first anniversary of the grant date (2/28/2007), 25% on the second anniversary of the grant date and the final 25% on the third anniversary of the grant date.

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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