

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person * <u>Williams Thomas A.</u> (Last) (First) (Middle) <u>C/O HARBINGER GROUP INC.</u> <u>450 PARK AVENUE, 30TH FLOOR</u> (Street) <u>NEW YORK NY 10022</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>HARBINGER GROUP INC. [HRG]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP & CFO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/17/2014</u>	
		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 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock ⁽¹⁾	03/17/2014		M		33,831	A	\$4.81	508,808	D	
Common Stock ⁽¹⁾	03/17/2014		S		33,831	D	\$12.98 ⁽²⁾	474,977	D	
Common Stock ⁽¹⁾	03/18/2014		M		1,169	A	\$4.81	476,146	D	
Common Stock ⁽¹⁾	03/18/2014		S		1,169	D	\$13 ⁽³⁾	474,977	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. 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 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
Employee Stock Option ⁽¹⁾	\$4.81	03/17/2014		M			33,831	03/05/2014	05/14/2022	Common Stock	33,831	\$0	1,169	D	
Employee Stock Option ⁽¹⁾	\$4.81	03/18/2014		M			1,169	03/05/2014	05/14/2022	Common Stock	1,169	\$0	0	D	

Explanation of Responses:

- The transactions reported in this report were effected pursuant to a Rule 10b5-1 trading plan.
- The price shown in this Column is the weighted average purchase price of these Shares on the transaction date. The price range for the purchases was \$12.79 to \$13.15 per Share. The Reporting Person undertakes to provide upon request by the staff of the Securities and Exchange Commission, Harbinger Group Inc. or a security holder of Harbinger Group Inc. full information regarding the number of Shares purchased at each separate price.
- The price shown in this Column is the weighted average purchase price of these Shares on the transaction date. The price range for the purchases was \$12.92 to \$13.13 per Share. The Reporting Person undertakes to provide upon request by the staff of the Securities and Exchange Commission, Harbinger Group Inc. or a security holder of Harbinger Group Inc. full information regarding the number of Shares purchased at each separate price.

/s/ Thomas A. Williams 03/19/2014

** 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.