

HARVARD BIOSCIENCE INC
 Form 4
 October 22, 2013

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 *
GREEN DAVID

2. Issuer Name and Ticker or Trading Symbol
**HARVARD BIOSCIENCE INC
 [HBIO]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
84 OCTOBER HILL ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/18/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
President

HOLLISTON, MA 01746
 (City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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)
Common Stock	10/18/2013		M	V	Amount: 125,000 Price: \$ 2.98	A	1,483,507 ⁽¹⁾ D
Common Stock					300,000	I	David Green 2013 Annuity Trust
Common Stock	10/18/2013		F	V	Amount: 88,023 ⁽²⁾ Price: \$ 5.5	D	1,395,484 ⁽¹⁾ D
Common Stock					300,000	I	David Green

Common Stock	10/18/2013		M	200,000	D	\$ 4.28	1,595,484 ⁽¹⁾	D	2013 Annuity Trust
Common Stock							300,000	I	David Green 2013 Annuity Trust
Common Stock	10/18/2013		F	173,980 ₍₂₎	D	\$ 5.5	1,421,504 ⁽¹⁾	D	
Common Stock							300,000	I	David Green 2013 Annuity Trust
Common Stock	10/18/2013		M	125,000	D	\$ 1.99	1,546,504 ⁽¹⁾	D	
Common Stock							300,000	I	David Green 2013 Annuity Trust
Common Stock	10/18/2013		F	67,842 ₍₂₎	D	\$ 5.5	1,478,662 ⁽¹⁾	D	
Common Stock							300,000	I	David Green 2013 Annuity Trust

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

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(9-02)

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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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5)

			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock option (right to buy)	\$ 2.98	10/18/2013	M			125,000 (3)	01/01/2009	05/25/2015	Common Stock, par value \$0.01 per share	125,000
Stock option (right to buy)	\$ 4.28	10/18/2013	M			200,000 (3)	01/01/2010	08/09/2016	Common Stock, par value \$0.01 per share	200,000
Stock option (right to buy)	\$ 1.99	10/18/2013	M			125,000 (3)	01/01/2012	12/04/2018	Common Stock, par value \$0.01 per share	125,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GREEN DAVID 84 OCTOBER HILL ROAD HOLLISTON, MA 01746	X		President	

Signatures

David Green 10/22/2013

**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) Includes (a) a deferred stock award of 33,400 restricted stock units which vest on Jan 1, 2014; (b) a deferred stock award of 26,874 restricted stock units which vest in equal installments on Jan 1, 2014 and Jan 1, 2015; (c) a deferred stock award of 66,552 restricted stock units which vest in equal installments on Jan 1, 2014, Jan 1, 2015, and Jan 1, 2016; (d) a deferred stock award of 41,574 stock units which vest in equal installments on Jan 1, 2014, Jan 1, 2015, Jan 1, 2016, and Jan 1, 2017; and (e) 1,490,107 shares of common stock held by Mr. Green.

(2) Represents the number of shares of common stock that the Reporting Person attested to the ownership thereof in accordance with the Issuer's 2000 Stock Option and Incentive Plan, as amended, in connection with the payment of the option exercise price and related withholding taxes. With respect to each option exercise, the Issuer only delivered the net amount of the option shares (after reducing the option shares by the amount of shares subject to such attestation) to the Reporting Person and such attestation shares were not sold by the Reporting Person or delivered to the Issuer. Nevertheless, the SEC deems such exercise and related attestation to be a disposition of shares for purposes of Section 16(a) of the Securities Exchange Act of 1934.

(3) Represents exercise of stock options granted pursuant to the Issuer's 2000 Stock Option and Incentive Plan, as amended.

Remarks:

This form has been signed under power of attorney.

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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