

HARVARD BIOSCIENCE INC
Form 4
February 10, 2015

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading	5. Relationship of Reporting Person(s) to
GREEN DAVID			Symbol	Issuer
			HARVARD BIOSCIENCE INC	
			[HBIO]	(Check all applicable)
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	<input checked="" type="checkbox"/> Director
			(Month/Day/Year)	<input type="checkbox"/> 10% Owner
84	OCTOBER	HILL	02/09/2015	<input type="checkbox"/> Officer (give title below)
		ROAD		<input type="checkbox"/> Other (specify below)
		(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check
			Filed(Month/Day/Year)	Applicable Line)
				<input checked="" type="checkbox"/> Form filed by One Reporting Person
HOLLISTON, MA	01746			<input type="checkbox"/> 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		
Common Stock	02/09/2015		S	48,712 D	\$ 5.25	894,421 (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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SEC 1474
(9-02)

number.

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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

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

Signatures

/s/ David Green 02/10/2015
 **Signature of Date
 Reporting Person

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 19,400 restricted stock units which vest on May 30, 2015; (b) a deferred stock award of 29,215 restricted stock units which vest on January 1, 2016; (c) a deferred stock award of 27,375 restricted stock units which vest in equal installments on January 1, 2016 and January 1, 2017; and (d) 818,431 shares of common stock held by the Reporting Person.

Remarks:

The reported sales were made pursuant to the terms of a 10b5-1 trading plan. 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.
 Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.