

HARVARD BIOSCIENCE INC
 Form 4
 March 05, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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)

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

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

84 OCTOBER HILL ROAD

03/03/2015

(Street)

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

HOLLISTON, MA 01746

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/03/2015		M		23,351	A	\$ 4.04
Common Stock	03/03/2015		F		17,121 (2)	D	\$ 5.51
Common Stock	03/03/2015		M		23,648	A	\$ 3.99
Common Stock	03/03/2015		F		17,124 (2)	D	\$ 5.51
Common Stock	03/03/2015		M		98,894	A	\$ 1.43

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Common Stock	03/03/2015	F	49,502 (2)	D	\$ 5.51	956,567 (7)	D	
Common Stock	03/03/2015	M	41,646	A	\$ 2.28	998,213 (8)	D	
Common Stock	03/03/2015	F	17,233 (2)	D	\$ 5.51	980,980 (9)	D	
Common Stock	03/03/2015	M	485,469	A	\$ 2.28	1,466,449 (10)	D	
Common Stock	03/03/2015	F	294,523 (2)	D	\$ 5.51	1,171,926 (11)	D	
Common Stock	03/03/2015	M	239,799	A	\$ 3.99	1,411,725 (12)	D	
Common Stock	03/03/2015	F	195,180 (2)	D	\$ 5.51	1,216,545 (13)	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)

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Stock option (right to buy)	\$ 4.04	03/03/2015		M	23,351 (14)	01/01/2014	06/02/2021	Common Stock, par value \$0.01 per share	23,351
Stock option (right to buy)	\$ 3.99	03/03/2015		M	23,648 (14)	01/01/2011	05/01/2017	Common Stock, par value	23,648

buy)								\$0.01 per share	
Stock option (right to buy)	\$ 1.43	03/03/2015	M	98,894 <u>(14)</u>	01/01/2011	12/04/2018		Common Stock, par value \$0.01 per share	98,894
Stock option (right to buy)	\$ 2.28	03/03/2015	M	41,646 <u>(14)</u>	01/01/2012	05/21/2019		Common Stock, par value \$0.01 per share	41,646
Stock option (right to buy)	\$ 2.28	03/03/2015	M	485,469 <u>(14)</u>	01/01/2010	05/21/2019		Common Stock, par value \$0.01 per share	485,469
Stock option (right to buy)	\$ 3.99	03/03/2015	M	239,799 <u>(14)</u>	01/01/2008	05/01/2017		Common Stock, par value \$0.01 per share	239,799

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 03/05/2015

**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) 841,782 shares of common stock held by the Reporting Person.
- (2) Represents the number of shares of common stock deemed to be owned by the Reporting Person 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 to the Reporting Person. Shares of common stock in connection with the payment of the option exercise price and related withholding taxes were not sold by the Reporting Person or delivered to the Issuer. Nevertheless, the SEC deems such net exercise to be a disposition of shares for purposes of Section

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16(a) of the Securities Exchange Act of 1934.

(3) 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) 824,661 shares of common stock held by the Reporting Person.

(4) 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) 848,309 shares of common stock held by the Reporting Person.

(5) 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) 831,185 shares of common stock held by the Reporting Person.

(6) 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) 930,079 shares of common stock held by the Reporting Person.

(7) 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) 880,577 shares of common stock held by the Reporting Person.

(8) 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) 922,223 shares of common stock held by the Reporting Person.

(9) 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) 904,990 shares of common stock held by the Reporting Person.

(10) 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) 1,390,459 shares of common stock held by the Reporting Person.

(11) 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) 1,095,936 shares of common stock held by the Reporting Person.

(12) 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) 1,335,735 shares of common stock held by the Reporting Person.

(13) 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) 1,140,555 shares of common stock held by the Reporting Person.

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

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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