

HARVARD BIOSCIENCE INC
 Form 4
 October 31, 2014

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)

3. Date of Earliest Transaction (Month/Day/Year)
10/29/2014

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

84 OCTOBER HILL ROAD

(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)
				(A) or (D)	Price		
Common Stock	10/29/2014		S	72,562	D	\$ 4.9623 (1)	1,242,559 (2) D
Common Stock	10/30/2014		S	39,200	D	\$ 4.9941 (3)	1,203,359 (4) D
Common Stock	10/31/2014		S	5,892	D	\$ 4.99	1,197,467 (5) 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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				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 10/31/2014
 **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) This transaction was executed in multiple trades at prices ranging from \$4.95 to \$4.99. The price reported above reflects the weighted average sale [or purchase] price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (2) Includes (a) a deferred stock award of 19,400 restricted stock units which vest on May 30, 2015; (b) a deferred stock award of 17,697 restricted stock units which vest on January 1, 2015; (c) a deferred stock award of 58,430 restricted stock units which vest in equal installments on January 1, 2015 and January 1, 2016; (d) a deferred stock award of 41,062 restricted stock units which vest in equal

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installments on January 1, 2015, January 1, 2016, and January 1, 2017; and (e) 1,105,970 shares of common stock held by the Reporting Person.

- (3) This transaction was executed in multiple trades at prices ranging from \$4.99 to \$5.01. The price reported above reflects the weighted average sale [or purchase] price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

- (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 17,697 restricted stock units which vest on January 1, 2015; (c) a deferred stock award of 58,430 restricted stock units which vest in equal installments on January 1, 2015 and January 1, 2016; (d) a deferred stock award of 41,062 restricted stock units which vest in equal installments on January 1, 2015, January 1, 2016, and January 1, 2017; and (e) 1,066,770 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 17,697 restricted stock units which vest on January 1, 2015; (c) a deferred stock award of 58,430 restricted stock units which vest in equal installments on January 1, 2015 and January 1, 2016; (d) a deferred stock award of 41,062 restricted stock units which vest in equal installments on January 1, 2015, January 1, 2016, and January 1, 2017; and (e) 1,060,878 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.