

HARVARD BIOSCIENCE INC
 Form 4
 July 14, 2015

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)

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

84 OCTOBER HILL ROAD

07/10/2015

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

HOLLISTON, MA 01746

Form filed by One Reporting Person
 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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	Price	
Common Stock	07/10/2015		S		26,475	D 5.28 (1)	517,178 (2) D
Common Stock	07/13/2015		S		10,527	D 5.29 (3)	506,651 (4) D
Common Stock	07/14/2015		S		14,595	D 5.27 (5)	492,056 (6) D
Common Stock							322,124 I David Green

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 \$5.25 to \$5.35. 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 29,215 restricted stock units which vest on January 1, 2016; (b) a deferred stock award of 27,375 restricted stock units which vest in equal installments on January 1, 2016 and January 1, 2017; (c) a deferred stock award of 14,400 restricted stock units which fully vest on the earlier of (i) the date of the Issuer's next Annual Meeting of Stockholders after June 4, 2015, immediately prior to the commencement of such meeting, and (ii) June 4, 2016; and (d) 446,188 shares of common stock held by the Reporting Person.

(3) This transaction was executed in multiple trades at prices ranging from \$5.25 to \$5.33. 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 29,215 restricted stock units which vest on January 1, 2016; (b) a deferred stock award of 27,375 restricted stock units which vest in equal installments on January 1, 2016 and January 1, 2017; (c) a deferred stock award of 14,400 restricted stock units which fully vest on the earlier of (i) the date of the Issuer's next Annual Meeting of Stockholders after June 4, 2015, immediately prior to the commencement of such meeting, and (ii) June 4, 2016; and (d) 435,661 shares of common stock held by the Reporting Person.

(5) This transaction was executed in multiple trades at prices ranging from \$5.25 to \$5.30. 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.

(6) Includes (a) a deferred stock award of 29,215 restricted stock units which vest on January 1, 2016; (b) a deferred stock award of 27,375 restricted stock units which vest in equal installments on January 1, 2016 and January 1, 2017; (c) a deferred stock award of 14,400 restricted stock units which fully vest on the earlier of (i) the date of the Issuer's next Annual Meeting of Stockholders after June 4, 2015, immediately prior to the commencement of such meeting, and (ii) June 4, 2016; and (d) 421,066 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.