

HARVARD BIOSCIENCE INC
 Form 4
 May 29, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 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 *
KENNEDY JOHN F

(Last) (First) (Middle)

C/O HARVARD BIOSCIENCE,
 INC., 84 OCTOBER HILL ROAD

(Street)

HOLLISTON, MA 01746

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
05/20/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/20/2014		M		15,805	A	\$ 4.04
Common Stock	05/20/2014		M		6,586	A	\$ 3.41
Common Stock	05/20/2014		M		22,545	A	\$ 2.59
Common Stock	05/20/2014		M		6,603	A	\$ 3.71
Common Stock	05/20/2014		M		3,303	A	\$ 3.32

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Common Stock	05/20/2014	M	26,352	A	\$ 2.15	104,149	D
Common Stock	05/20/2014	M	23,720	A	\$ 2.28	127,869	D
Common Stock	05/20/2014	M	6,589	A	\$ 3.01	134,458	D
Common Stock	05/20/2014	M	7,072	A	\$ 2.56	141,530 ⁽¹⁾	D

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. Amount or Number of Shares
Stock option (right to buy)	\$ 4.04	05/20/2014		M	15,805 ⁽²⁾	⁽³⁾ 06/02/2021	Common stock, par value \$0.01 per share	15,805
Stock option (right to buy)	\$ 3.41	05/20/2014		M	6,586 ⁽²⁾	⁽⁴⁾ 05/22/2018	Common stock, par value \$0.01 per share	6,586
Stock option (right to buy)	\$ 2.59	05/20/2014		M	22,545 ⁽²⁾	⁽⁵⁾ 06/04/2020	Common stock, par value \$0.01 per share	22,545
Stock option (right to buy)	\$ 3.71	05/20/2014		M	6,603 ⁽²⁾	⁽⁶⁾ 05/24/2017	Common stock, par value	6,603

buy)								\$0.01 per share	
Stock option (right to buy)	\$ 3.32	05/20/2014	M	3,303 (2)	(7)	06/04/2014	Common stock, par value \$0.01 per share	3,303	
Stock option (right to buy)	\$ 2.15	05/20/2014	M	26,352 (2)	(8)	05/26/2015	Common stock, par value \$0.01 per share	26,352	
Stock option (right to buy)	\$ 2.28	05/20/2014	M	23,720 (2)	(9)	05/21/2019	Common stock, par value \$0.01 per share	23,720	
Stock option (right to buy)	\$ 3.01	05/20/2014	M	6,589 (2)	(10)	05/25/2016	Common stock, par value \$0.01 per share	6,589	
Stock option (right to buy)	\$ 2.56	05/20/2014	M	7,072 (2)	(11)	06/01/2022	Common stock, par value \$0.01 per share	7,072	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KENNEDY JOHN F C/O HARVARD BIOSCIENCE, INC. 84 OCTOBER HILL ROAD HOLLISTON, MA 01746	X			

Signatures

John F.
Kennedy

05/29/2014

__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).
Includes (a) a deferred stock award of 7,777 restricted stock units which shall fully vest on May 31, 2014; and (b) a deferred stock award of 7,377 restricted stock units which vest in equal installments on June 1, 2014 and June 1, 2015; and (c) 126,376 shares of common stock held by the Reporting Person.
- (1) Represents exercise of stock options granted pursuant to the Issuer's 2000 Stock Option and Incentive Plan, as amended.
- (2) The options vest in three equal installments on June 2, 2012, 2013 and 2014.
- (3) The options vested in three equal installments on May 22, 2009, 2010 and 2011.
- (4) The options vested in three equal installments on June 4, 2011, 2012 and 2013.
- (5) The options vested in three equal installments on May 24, 2008, 2009 and 2010.
- (6) The options vested in three equal installments on June 4, 2005, 2006 and 2007.
- (7) The options vested in three equal installments on January 1, 2006, 2007 and 2008.
- (8) The options vested in three equal installments on May 21, 2010, 2011 and 2012.
- (9) The options vested in three equal installments on May 25, 2007, 2008 and 2009.
- (10) The options vest in three equal installments on June 1, 2013, 2014 and 2015.

Remarks:

This form is 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.