

HARVARD BIOSCIENCE INC
 Form 4
 April 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)
04/10/2015

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 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	04/10/2015		S		29,336	D	\$ 6.68 (1)
Common Stock	04/13/2015		S		23,700	D	\$ 6.56 (4)
Common Stock	04/14/2015		S		27,132	D	\$ 6.57 (6)
Common Stock						I	322,124 (2)
							David Green

Common Stock		300,000	I	2015-1 Annuity Trust David Green 2013 Annuity Trust
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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)
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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 04/14/2015
 **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) This transaction was executed in multiple trades at prices ranging from \$6.53 to \$6.81. 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) Reflects the transfer of 322,124 shares of common stock on March 12, 2015 from the reporting person to the David Green 2015-1 Annuity Trust.

(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) 789,095 shares of common stock held by the Reporting Person.

(4) This transaction was executed in multiple trades at prices ranging from \$6.45 to \$6.62. 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.

(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) 765,395 shares of common stock held by the Reporting Person.

(6) This transaction was executed in multiple trades at prices ranging from \$6.45 to \$6.60. 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.

(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) 738,263 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.