

HARVARD BIOSCIENCE INC
 Form 4
 June 01, 2016

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)
 84 OCTOBER HILL ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/27/2016

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

HOLLISTON, MA 01746
 (City) (State) (Zip)

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

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 | 05/27/2016 | | M | | 223,888 | A | \$ 2.56 |
| Common Stock | 05/27/2016 | | F | | 180,315 (2) | D | \$ 3.54 |
| Common Stock | | | | | 322,124 | I | |
| Common Stock | | | | | 300,000 | I | |

David Green
 2015-1 Annuity Trust
 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 or Number of Shares |
| Stock option (right to buy) | \$ 2.56 | 05/27/2016 | | M | 223,888 ⁽⁴⁾ | 01/01/2016 06/01/2022 | Common Stock, par value \$0.01 per share 223,888 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GREEN DAVID 84 OCTOBER HILL ROAD HOLLISTON, MA 01746 | | X | | |

Signatures

/s/ Chad Porter, by power of attorney
06/01/2016

__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).

(1) Includes (a) 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; (b) a deferred stock award of 7,725 restricted stock units which vest quarterly in equal installments on June 30, 2016, September 30, 2016 and December 31, 2016; and (c) 660,415 shares of common stock held by the Reporting Person.

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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.

- (2) 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 16(a) of the Securities Exchange Act of 1934.

- (3) Includes (a) 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; (b) a deferred stock award of 7,725 restricted stock units which vest quarterly in equal installments on June 30, 2016, September 30, 2016 and December 31, 2016; and (c) 480,100 shares of common stock held by the Reporting Person.

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

Remarks:

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.

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