

HARVARD BIOSCIENCE INC
 Form 4
 July 06, 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)
07/01/2016

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-------------------------------------|
| Common Stock | 07/01/2016 | | A | V Amount <u>25,300</u> (1) | (A) or (D) Price \$ 0 | 530,210 (2) | D |
| Common Stock | | | | | 322,124 | I | David Green 2015-1 Annuity Trust |
| Common Stock | | | | | 300,000 | I | 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 Owned Following Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

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
Date: 07/06/2016

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) Represents a deferred stock award of 25,300 restricted stock units which fully vest on the earlier to occur of (i) the date of the Issuer's next Annual Meeting of Stockholders after July 1, 2016, immediately prior to the commencement of such meeting, and (ii) July 1, 2017. Includes (a) a deferred stock award of 25,300 restricted stock units which fully vest on the earlier of (i) the date of the Issuer's next Annual Meeting of Stockholders after July 1, 2016, immediately prior to the commencement of such meeting, and (ii) July 1, 2017; (b) a deferred stock award of 5,150 restricted stock units which vest quarterly in equal installments on September 30, 2016 and December 31, 2016; and (c) 499,760 shares of common stock held by the Reporting Person.

Remarks:

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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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