

HARVARD BIOSCIENCE INC
 Form 4
 November 05, 2013

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)
 11/01/2013

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)
			Code	V Amount (D) Price			
Common Stock	11/01/2013		J	53,372 (1)	A \$ 0 1,711,881 (2)	D	David Green
Common Stock					300,000	I	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)

number.

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)	\$ 5.73	11/01/2013		J	71,515 (1)	(3)	03/25/2014	Common Stock, par value \$0.01 per share	71,515
Stock option (right to buy)	\$ 3.99	11/01/2013		J	63,447 (1)	(4)	05/01/2017	Common Stock, par value \$0.01 per share	63,447
Stock option (right to buy)	\$ 1.43	11/01/2013		J	23,894 (1)	(5)	12/04/2018	Common Stock, par value \$0.01 per share	23,894
Stock option (right to buy)	\$ 2.28	11/01/2013		J	127,115 (1)	(6)	05/21/2019	Common Stock, par value \$0.01 per share	127,115
Stock option (right to buy)	\$ 4.04	11/01/2013		J	34,082 (1)	(7)	06/02/2021	Common Stock, par value \$0.01 per share	34,082
Stock option (right to buy)	\$ 2.56	11/01/2013		J	53,959 (1)	(8)	06/01/2022	Common Stock, par value \$0.01 per share	53,959
Stock option (right to buy)	\$ 3.64	11/01/2013		J	25,383 (1)	(9)	05/31/2023	Common Stock, par value \$0.01 per	25,383

Reporting Owners

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

Signatures

David Green 11/05/2013

**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) These additional options and restricted stock units were acquired by the Reporting Person in connection with the adjustment to the existing options and restricted stock units held by the Reporting Person and required in connection with the spin-off of Harvard Apparatus Regenerative Technology, Inc. by the Issuer. As part of such required adjustment relating to the spin-off, the exercise price of the options underlying these adjustment option grants was also reset to the exercise price of these adjustment grants to reflect the impact of the spin-off. The share amounts and exercise prices of the adjusted options and restricted stock units were set in a manner to ensure the intrinsic value held by the Reporting Person pertaining to the existing award was maintained immediately following the spin-off. In addition to these adjustments, to maintain such intrinsic value, equity awards issued by Harvard Apparatus Regenerative Technology, Inc. were also granted to the Reporting Person.

- (2) Includes (a) an adjusted deferred stock award of 43,985 restricted stock units which shall vest on Jan 1, 2014; (b) an adjusted deferred stock award of 35,394 restricted stock units which vest in equal installments on Jan 1, 2014 and Jan 1, 2015; (c) an adjusted deferred stock award of 87,645 restricted stock units which vest in equal installments on Jan 1, 2014, Jan 1, 2015, and Jan 1, 2016; (d) an adjusted deferred stock award of 54,750 restricted stock units which vest in equal installments on Jan 1, 2014, Jan 1, 2015, Jan 1, 2016, and Jan 1, 2017; and (e) 1,490,107 shares of common stock held by the Reporting Person.
- (3) The option shares vested in four equal installments on January 1, 2005, 2006, 2007 and 2008.
- (4) The option shares vested in four equal installments on January 1, 2008, 2009, 2010 and 2011.
- (5) The option shares vested in four equal installments on January 1, 2009, 2010, 2011 and 2012.
- (6) The option shares vested in four equal installments on January 1, 2010, 2011, 2012 and 2013
- (7) The unvested shares become exercisable in equal installments on January 1 of each of 2014 and 2015.
- (8) The unvested shares become exercisable in equal installments on January 1 of each of 2014, 2015 and 2016.
- (9) The unvested shares become exercisable in equal installments on January 1 of each of 2014, 2015, 2016 and 2017.

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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