

HARVARD BIOSCIENCE INC
 Form 4
 November 06, 2014

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 *
 LEWIS EARL R

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)
 11/06/2014

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

87 PINCKNEY STREET

(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

BOSTON, MA 02114

(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	11/06/2014		M		15,016	A	\$ 3.64
Common Stock	11/06/2014		M		3,293	A	\$ 3.41
Common Stock	11/06/2014		M		3,294	A	\$ 3.01
Common Stock	11/06/2014		M		14,143	A	\$ 2.56

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. Amount or Number of Shares
Stock option (right to buy)	\$ 3.64	11/06/2014		M	15,016 (5)	(6) 05/31/2023	Common stock, par value \$0.01 per share	15,016
Stock option (right to buy)	\$ 3.41	11/06/2014		M	3,293 (5)	(7) 05/22/2018	Common stock, par value \$0.01 per share	3,293
Stock option (right to buy)	\$ 3.01	11/06/2014		M	3,294 (5)	(8) 05/25/2016	Common stock, par value \$0.01 per share	3,294
Stock option (right to buy)	\$ 2.56	11/06/2014		M	14,143 (5)	(9) 06/01/2022	Common stock, par value \$0.01 per share	14,143

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEWIS EARL R 87 PINCKNEY STREET BOSTON, MA 02114	X			

Signatures

Earl R. Lewis

11/06/2014

**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).
- (1) Includes (a) a deferred stock award of 19,400 restricted stock units which shall fully vest on May 30, 2015; (b) a deferred stock award of 3,688 restricted stock units which shall fully vest on June 1, 2015; and (c) 221,176 shares of common stock held by the Reporting Person.
- (2) Includes (a) a deferred stock award of 19,400 restricted stock units which shall fully vest on May 30, 2015; (b) a deferred stock award of 3,688 restricted stock units which shall fully vest on June 1, 2015; and (c) 224,469 shares of common stock held by the Reporting Person.
- (3) Includes (a) a deferred stock award of 19,400 restricted stock units which shall fully vest on May 30, 2015; (b) a deferred stock award of 3,688 restricted stock units which shall fully vest on June 1, 2015; and (c) 227,763 shares of common stock held by the Reporting Person.
- (4) Includes (a) a deferred stock award of 19,400 restricted stock units which shall fully vest on May 30, 2015; (b) a deferred stock award of 3,688 restricted stock units which shall fully vest on June 1, 2015; and (c) 241,906 shares of common stock held by the Reporting Person.
- (5) Represents exercise of stock options granted pursuant to the Issuer's 2000 Stock Option and Incentive Plan, as amended.
- (6) The options vested in one installment on May 31, 2014.
- (7) The options vested in three equal installments on May 22, 2009, 2010 and 2011.
- (8) The options vested in three equal installments on May 25, 2007, 2008 and 2009.
- (9) 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.

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