

HARVARD BIOSCIENCE INC  
 Form 4  
 July 06, 2016

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 James W

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)  
 07/01/2016

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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock                    | 07/01/2016                           |  | A                              | 25,300 <sup>(1)</sup>   | \$ 0 53,800 <sup>(2)</sup>  | D  |  |
| Common Stock                    | 07/01/2016                           |  | A                              | 800 <sup>(3)</sup>  | \$ 0 54,600 <sup>(4)</sup>  | D  |  |
| Common Stock                    |                                      |  |                                |   | 2,000   | I  | by James W Green Revocable 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)

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**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. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

## Reporting Owners

| Reporting Owner Name / Address                               | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Green James W<br>84 OCTOBER HILL ROAD<br>HOLLISTON, MA 01746 | X             |           |         |       |

## Signatures

/s/ Chad Porter, by power of attorney  
Date: 07/06/2016

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) 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 6,050 restricted stock units which vest quarterly in equal installments on September 30, 2016 and December 31, 2016; and (c) 22,450 shares of common stock held by the Reporting Person.
- (2) Represents a deferred stock award of 800 restricted stock units which vest quarterly in equal installments on September 30, 2016 and December 31, 2016. This retainer award was granted in lieu and satisfaction of the annual cash retainer compensation to be earned by the director for his service on a committee of the Issuer's Board of Directors that the reporting person was appointed to following the 2016 annual meeting of stockholders. The number of shares of common stock subject to such retainer award is equal to the amount of cash that would have been received had the applicable retainer all been paid in cash, divided by the average daily closing market price of the Issuer's common stock for the month of April, rounded to the nearest 100 shares.
- (3)

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- 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
- (4) deferred stock award of 6,050 restricted stock units which vest quarterly in equal installments on September 30, 2016 and December 31, 2016; (c) a deferred stock award of 800 restricted stock units which vest quarterly in equal installments on September 30, 2016 and December 31, 2016; and (d) 22,450 shares of common stock held by the Reporting Person.

### **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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