

Duchemin Jeffrey
 Form 4
 May 29, 2018

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 *
 Duchemin Jeffrey

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)
 05/24/2018

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

C/O HARVARD BIOSCIENCE, INC., 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 Ownership (Instr. 4)
Common Stock	05/24/2018		A	(A) 94,444 (1)	A \$ 0 736,298 (2)	D	
Common Stock	05/24/2018		A	(A) 94,444 (3)	A \$ 0 830,742 (4)	D	

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 Reporting Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Duchemin Jeffrey C/O HARVARD BIOSCIENCE, INC. 84 OCTOBER HILL ROAD HOLLISTON, MA 01746	X		Chief Executive Officer	

Signatures

/s/ Chad Porter, by power of attorney
Date: 05/29/2018

__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 94,444 restricted stock units which shall vest in four equal installments on January 1, 2019, 2020, 2021 and 2022.

Includes (a) a deferred stock award of 94,444 restricted stock units which shall vest in four equal installments on January 1, 2019, 2020, 2021 and 2022; (b) a deferred stock award of 268,206 restricted stock units which shall vest in three equal installments on January 1, 2019, 2020 and 2021; (c) a deferred stock award of 145,833 restricted stock units which shall vest in two equal installments on January 1, 2019 and 2020; (d) a deferred stock award of 17,225 restricted stock units which shall vest in full on January 1, 2019; (e) a deferred stock award of 71,748 restricted stock units with performance based vesting conditions, which shall vest on August 3, 2018 contingent upon achievement of a performance condition tied to relative total shareholder return; and (f) 138,842 shares of common stock held by the Reporting Person.

(3) Represents a deferred stock award of 94,444 restricted stock units with performance based vesting conditions. These restricted stock units shall vest in three equal annual installments on May 24, 2019, May 24, 2020 and May 24, 2021, and are linked to the achievement of a relative total shareholder return of the Issuer's common stock from May 24, 2018 to the earlier of (i) May 24, 2019 or (ii) upon a change of control (measured relative to the NASDAQ Biotechnology index and based on the 20-day trading average price before each such date). The target number of these restricted stock units that may be earned is reported above; the maximum amount is 150% of the number reported.

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- Includes (a) a deferred stock award of 94,444 restricted stock units with performance based vesting conditions, which shall vest in three
- (4) equal installments on May 24, 2019, May 24, 2020 and May 24, 2021, contingent upon achievement of a performance condition tied to relative total shareholder return; and (b) all awards and common stock held by the Reporting Person as described in footnote 2 above.

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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