

HARVARD BIOSCIENCE INC

Reported by
LEWIS EARL R

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 05/30/17 for the Period Ending 05/25/17

Address	84 OCTOBER HILL RD HOLLISTON, MA 01746
Telephone	5088938999
CIK	0001123494
Symbol	HBIO
SIC Code	3826 - Laboratory Analytical Instruments
Industry	Advanced Medical Equipment & Technology
Sector	Healthcare
Fiscal Year	12/31

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 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * LEWIS EARL R (Last) (First) (Middle) 87 PINCKNEY STREET (Street) BOSTON, MA 02114 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol HARVARD BIOSCIENCE INC [HBIO]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below)
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">5/25/2017</p>		6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	5/25/2017		A		31300 <u>(1)</u>	A	\$0.00	455112 <u>(2)</u>	D	
Common Stock	5/25/2017		P		5000	A	\$2.38	460112 <u>(3)</u>	D	
Common Stock	5/25/2017		P		7238	A	\$2.33 <u>(4)</u>	467350 <u>(5)</u>	D	

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

- (1) Represents a deferred stock award of 31,300 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 May 18, 2017, immediately prior to the commencement of such meeting, and (ii) May 18, 2018.
- (2) Includes (a) a deferred stock award of 31,300 restricted stock units which fully vest on the earlier of (i) the date of the Issuer's next Annual Meeting of Stockholders after May 18, 2017, immediately prior to the commencement of such meeting, and (ii) May 18, 2018; (b) a deferred stock award of 9,450 restricted stock units which vest quarterly in equal installments on June 30, 2017, September 30, 2017 and December 31, 2017; and (c) 414,362 shares of common stock held by the Reporting Person.
- (3) Includes (a) a deferred stock award of 31,300 restricted stock units which fully vest on the earlier of (i) the date of the Issuer's next Annual Meeting of Stockholders after May 18, 2017, immediately prior to the commencement of such meeting, and (ii) May 18, 2018; (b) a deferred stock award of 9,450 restricted stock units which vest quarterly in equal installments on June 30, 2017, September 30, 2017 and December 31, 2017; and (c) 419,362 shares of common stock held by the Reporting Person.
- (4) This transaction was executed in multiple trades at prices ranging from \$2.31 to \$2.34. The price reported above reflects the weighted average purchase price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (5) Includes (a) a deferred stock award of 31,300 restricted stock units which fully vest on the earlier of (i) the date of the Issuer's next Annual Meeting of Stockholders after May 18, 2017, immediately prior to the commencement of such meeting, and (ii) May 18, 2018; (b) a deferred stock award of 9,450 restricted stock units which vest quarterly in equal installments on June 30, 2017, September 30, 2017 and December 31, 2017; and (c) 426,600 shares of common stock held by the Reporting Person.

Remarks:

This form has been signed under power of attorney.

Reporting Owners

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

Signatures

/s/ Chad Porter, by power of attorney

5/30/2017

**Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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).

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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