

# HARVARD BIOSCIENCE INC

Reported by  
**GREEN JAMES W**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 01/04/18 for the Period Ending 01/02/18

|             |  |
|-------------|--|
| Address     | 84 OCTOBER HILL RD<br>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**

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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

|  |  |   |
|--|--|---|
| <b>1. Name and Address of Reporting Person *</b><br><br><b>Green James W</b><br><br>(Last) (First) (Middle)<br><br><b>84 OCTOBER HILL ROAD</b><br><br>(Street)<br><br><b>HOLLISTON, MA 01746</b><br><br>(City) (State) (Zip) | <b>2. Issuer Name and Ticker or Trading Symbol</b><br><br><b>HARVARD BIOSCIENCE INC [ HBIO ]</b> | <b>5. Relationship of Reporting Person(s) to Issuer</b><br>(Check all applicable)<br><br><input checked="" type="checkbox"/> Director <span style="float:right">_____ 10% Owner</span><br>_____ Officer (give title below) <span style="float:right">_____ Other (specify below)</span> |
| <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b><br><br><p align="center"><b>1/2/2018</b></p>   |  | <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b><br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person   |
| <b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>   |  |   |

**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                    | 1/2/2018       |                                   | A                         |   | 22500<br><u>(1)</u>   | A          | \$0.00 | 139212 <u>(2)</u>   | D  |   |
| Common Stock                    |                |                                   |                           |   |   |            |        | 2000  | I  | by James W Green Revocable Trust                      |

**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 22,500 restricted stock units which vest quarterly in equal installments on March 31, 2018, June 30, 2018, September 30, 2018 and December 31, 2018, and are subject to continued service as a non-employee director on the applicable vesting dates. These retainer awards are granted in lieu and satisfaction of the annual cash retainer compensation to be earned by the director for his service on the Issuer's Board of Directors and its Committees during 2018. 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 retainers all been paid in cash, divided by the average daily closing market price of the Issuer's common stock for the month of November, rounded to the nearest 100 shares.
- (2) Includes (a) a deferred stock award of 22,500 restricted stock units which vest quarterly in equal installments on March 31, 2018, June 30, 2018, September 30, 2018 and December 31, 2018; (b) 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; and (c) 85,412 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 |
| <b>Green James W<br/>84 OCTOBER HILL ROAD<br/>HOLLISTON, MA 01746</b> | <b>X</b>      |           |         |       |

**Signatures**

/s/ Chad Porter, by power of attorney

1/4/2018

    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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