

HARVARD BIOSCIENCE INC

Form 4

November 05, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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 *
KENNEDY JOHN F

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)
11/01/2013

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (D) Price | | | |
| Common Stock | 11/01/2013 | | J | 3,646 (1) A \$ 0 | 22,955 (2) | 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)

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

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| 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. F... | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock options (right to buy) | \$ 3.01 | 11/01/2013 | | J | 1,589 (1) | (3) 05/25/2016 | Common Stock, par value \$0.01 per share | 1,589 | |
| Stock options (right to buy) | \$ 3.32 | 11/01/2013 | | J | 803 (1) | (4) 06/04/2014 | Common Stock, par value \$0.01 per share | 803 | |
| Stock options (right to buy) | \$ 2.15 | 11/01/2013 | | J | 6,352 (1) | (5) 05/26/2015 | Common Stock, par value \$0.01 per share | 6,352 | |
| Stock options (right to buy) | \$ 3.71 | 11/01/2013 | | J | 1,603 (1) | (6) 05/24/2017 | Common Stock, par value \$0.01 per share | 1,603 | |
| Stock options (right to buy) | \$ 3.41 | 11/01/2013 | | J | 1,586 (1) | (7) 05/22/2018 | Common Stock, par value \$0.01 per share | 1,586 | |
| Stock options (right to buy) | \$ 2.28 | 11/01/2013 | | J | 5,720 (1) | (8) 05/21/2019 | Common Stock, par value \$0.01 per share | 5,720 | |
| Stock options (right to buy) | \$ 2.59 | 11/01/2013 | | J | 5,445 (1) | (9) 06/04/2020 | Common Stock, par value \$0.01 per share | 5,445 | |

| | | | | | | | | |
|------------------------------|---------|------------|---|---------------------|-------------|------------|--|-------|
| Stock options (right to buy) | \$ 4.04 | 11/01/2013 | J | 5,707 <u>(1)</u> | <u>(10)</u> | 06/02/2021 | Common Stock, par value \$0.01 per share | 5,707 |
| Stock options (right to buy) | \$ 2.56 | 11/01/2013 | J | 5,113 <u>(1)</u> | <u>(11)</u> | 06/01/2022 | Common Stock, par value \$0.01 per share | 5,113 |
| Stock options (right to buy) | \$ 3.64 | 11/01/2013 | J | 3,616 <u>(1)</u> | <u>(12)</u> | 05/31/2023 | Common Stock, par value \$0.01 per share | 3,616 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| KENNEDY JOHN F C/O HARVARD BIOSCIENCE, INC. 84 OCTOBER HILL ROAD HOLLISTON, MA 01746 | X | | | |

Signatures

John F. Kennedy
11/05/2013

**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) These additional options and restricted stock units were acquired by the Reporting Person in connection with the adjustment to the existing options and restricted stock units held by the Reporting Person and required in connection with the spin-off of Harvard Apparatus Regenerative Technology, Inc. by the Issuer. As part of such required adjustment relating to the spin-off, the exercise price of the options underlying these adjustment option grants was also reset to the exercise price of these adjustment grants to reflect the impact of the spin-off. The share amounts and exercise prices of the adjusted options and restricted stock units were set in a manner to ensure the intrinsic value held by the Reporting Person pertaining to the existing award was maintained immediately following the spin-off. In addition to these adjustments, to maintain such intrinsic value, equity awards issued by Harvard Apparatus Regenerative Technology, Inc. were also granted to the Reporting Person.

(2) Includes (a) an adjusted deferred stock award of 7,777 restricted stock units which shall fully vest on May 31, 2014; and (b) an adjusted deferred stock award of 7,377 restricted stock units which vest in equal installments on June 1, 2014 and June 1, 2015; and (c) 7,801 shares of common stock held by the Reporting Person.

(3) The option shares vested in three equal installments on May 25, 2007, 2008 and 2009.

(4) The option shares vested in three equal installments on June 4, 2005, 2006 and 2007.

(5) The option shares vested in three equal installments on May 26, 2006, 2007 and 2008.

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- (6) The option shares vested in three equal installments on May 24, 2008, 2009 and 2010.
- (7) The option shares vested in three equal installments on May 22, 2009, 2010 and 2011.
- (8) The option shares vested in three equal installments on May 21, 2010, 2011 and 2012.
- (9) The option shares vested in three equal installments on June 4, 2011, 2012 and 2013.
- (10) The option shares vest in three equal installments on June 2, 2012, 2013 and 2014.
- (11) The option shares vest in three equal installments on June 1, 2013, 2014 and 2015.
- (12) The options shall fully vest on May 31, 2014.

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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