

HARVARD BIOSCIENCE INC  
 Form 4  
 January 05, 2016

**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)

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

HARVARD BIOSCIENCE, INC., 84  
 OCTOBER HILL ROAD

12/31/2015

Chief Executive Officer

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

HOLLISTON, MA 01746

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(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	(A) or (D)	Price
							\$
Common Stock	12/31/2015		J <sup>(1)</sup>		2,220	A	2.95 <sup>(2)</sup>
Common Stock	01/01/2016		F		6,474 <sup>(4)</sup>	D	\$ 3.47
							162,430 <sup>(3)</sup>
							155,956 <sup>(5)</sup>

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)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

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

## Signatures

/s/ Chad Porter, by power of attorney  
Date: 01/05/2016

\_\_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 shares acquired under the Issuer's Employee Stock Purchase Plan.
- (2) Represents the purchase price for each share purchased under the Employee Stock Purchase Plan and equals 85% of the fair market value of the common stock on December 31, 2015, being the purchase date under the plan.  
Includes (a) a deferred stock award of 68,900 restricted stock units which shall vest in three equal installments on January 1, 2016, 2017, 2018 and 2019; (b) 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 (c) 21,782 shares of common stock held by the Reporting Person.
- (3) The shares were disposed to satisfy the Reporting Person's tax withholding obligation in connection with deferred stock awards previously granted to the Reporting Person which vested in part on January 1, 2016.  
Includes (a) a deferred stock award of 51,675 restricted stock units which shall vest in three equal installments on January 1, 2017, 2018 and 2019; (b) 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 (c) 32,533 shares of common stock held by the Reporting Person.
- (4) Includes (a) a deferred stock award of 68,900 restricted stock units which shall vest in three equal installments on January 1, 2016, 2017, 2018 and 2019; (b) 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 (c) 21,782 shares of common stock held by the Reporting Person.
- (5) Includes (a) a deferred stock award of 51,675 restricted stock units which shall vest in three equal installments on January 1, 2017, 2018 and 2019; (b) 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 (c) 32,533 shares of common stock held by the Reporting Person.

**Remarks:**

This form is 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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