

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person * <u>Gagnon Robert E.</u>  (Last) (First) (Middle) <u>C/O HARVARD BIOSCIENCE, INC.</u> <u>84 OCTOBER HILL ROAD</u>  (Street) <u>HOLLISTON MA 01746</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>HARVARD BIOSCIENCE INC [ HBIO ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Financial Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/07/2018</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/07/2018		M <sup>(1)</sup>		30,000	A	\$4.31	391,801 <sup>(2)(3)</sup>	D	
Common Stock	08/07/2018		M <sup>(1)</sup>		20,000	A	\$4.12	411,801 <sup>(4)</sup>	D	
Common Stock	08/07/2018		M <sup>(1)</sup>		37,500	A	\$5.56	449,301 <sup>(5)</sup>	D	
Common Stock	08/07/2018		S <sup>(1)</sup>		100,015	D	\$6.08 <sup>(6)</sup>	349,286 <sup>(7)</sup>	D	

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 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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock option (right to buy)	\$4.31	08/07/2018		M <sup>(1)</sup>			30,000	(8)	11/18/2023	Common Stock, par value \$0.01 per share	30,000	\$0.00	0	D	
Stock option (right to buy)	\$4.12	08/07/2018		M <sup>(1)</sup>			20,000	(9)	05/30/2024	Common Stock, par value \$0.01 per share	20,000	\$0.00	0	D	
Stock option (right to buy)	\$5.56	08/07/2018		M <sup>(1)</sup>			37,500	(10)	06/04/2025	Common Stock, par value \$0.01 per share	50,000	\$0.00	12,500	D	

Explanation of Responses:

- The option exercises and sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- Includes (a) a deferred stock award of 40,000 restricted stock units with performance based vesting conditions, which shall vest in three 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; (b) a deferred stock award of 40,000 restricted stock units which vest in four equal installments on January 1, 2019, 2020, 2021 and 2022; (c) a deferred stock award of 81,522 restricted stock units which shall vest in three equal installments on January 1, 2019, 2020 and 2021; (d) a deferred stock award of 108,696 restricted stock units which shall vest in full on May 25, 2019; (e) a deferred stock award of 44,326 restricted stock units which shall vest in two equal installments on January 1, 2019 and 2020; (continued in footnote 3 below)
- (continuation of footnote 2 above) (f) a deferred stock award of 6,625 restricted stock units which shall vest in full on January 1, 2019; (g) a deferred stock award of 28,117 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 (h) 42,515 shares of common stock held by the Reporting Person.
- Includes the awards referenced in clauses (a) through (g) of footnotes (2) and (3) above plus 62,515 shares of common stock held by the Reporting Person.
- Includes the awards referenced in clauses (a) through (g) of footnotes (2) and (3) above plus 100,015 shares of common stock held by the Reporting Person.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$6.05 to \$6.23, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (6).
- Includes the awards referenced in clauses (a) through (g) of footnotes (2) and (3) above.
- The option vested in four equal annual installments on each of November 18, 2014, 2015, 2016 and 2017.
- The option vested in four equal annual installments on each of January 1, 2015, 2016, 2017 and 2018.
- The option vested in four equal annual installments on each of January 1, 2016, 2017, 2018 and 2019.

Remarks:

This form has been signed under power of attorney.

/s/ Chad Porter, by power of attorney

08/09/2018

\*\* 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.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**