

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

**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

1. Name and Address of Reporting Person* <u>Duchemin Jeffrey</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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/07/2019</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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	03/07/2019		A		113,034 <sup>(1)</sup>	A	\$0.00	793,528 <sup>(2)</sup>	D	
Common Stock	03/07/2019		A		56,517 <sup>(3)</sup>	A	\$0.00	850,045 <sup>(4)</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					
Stock option (right to buy)	\$3.79	03/07/2019		A		271,139		(5)	03/07/2029	Common Stock, par value \$0.01 per share	271,139	271,139	D	

**Explanation of Responses:**

- Represents a deferred stock award of 113,034 restricted stock units which shall vest in four equal installments on January 1, 2020, 2021, 2022 and 2023.
- Includes (a) a deferred stock award of 113,034 restricted stock units which shall vest in four equal installments on January 1, 2020, 2021, 2022 and 2023; (b) a deferred stock award of 70,833 restricted stock units which vest in equal installments on January 1, 2020, 2021 and 2022; (c) a deferred stock award of 178,804 restricted stock units which shall vest in equal installments on January 1, 2020 and 2021; (d) a deferred stock award of 72,916 restricted stock units which shall vest on January 1, 2020; (e) a deferred stock award of 94,444 restricted stock units with performance based vesting conditions, which if earned shall vest in equal installments on May 24, 2019, 2020 and 2021, and are contingent upon achievement of a performance condition tied to relative total shareholder return; and (f) 263,497 shares of common stock held by the Reporting Person.
- Represents a deferred stock award of 56,517 restricted stock units with performance based vesting conditions. These restricted stock units shall vest in equal installments on March 7, 2020, 2021 and 2022, and are linked to the achievement of a relative total shareholder return of the Issuer's common stock from March 7, 2019 to the earlier of (i) March 7, 2020 or (ii) upon a change of control (measured relative to the NASDAQ Biotechnology index and based on the 20-day trading average price before each such date). The target number of these restricted stock units that may be earned is reported above; the maximum amount is 150% of the number reported.
- Includes (a) the shares and awards described in footnote (2) above, and (b) the award described in footnote (3) above.
- The options vest in four equal installments on January 1, 2020, 2021, 2022 and 2023.

**Remarks:**

This form has been signed under power of attorney.

/s/ Chad Porter, by power of attorney

04/02/2019

\*\* 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.