

**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
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1. Name and Address of Reporting Person * <u>HARTE NEAL J</u>  (Last) (First) (Middle) UNIT # 1 83 CHURCH STREET  (Street) WINCHESTER MA 01890  (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  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 05/29/2014	
	4. If Amendment, Date of Original Filed (Month/Day/Year) 06/02/2014	
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	05/29/2014		M		13,317	A	\$3.82	37,575	D	
Common Stock	05/29/2014		S		12,317 <sup>(1)</sup>	D	\$4.27 <sup>(5)</sup>	25,258	D	
Common Stock	05/30/2014		A		19,400 <sup>(2)</sup>	A	\$0	44,658 <sup>(3)</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)	\$3.82	05/29/2014		M			13,317	(4)	06/21/2014	Common stock, par value \$0.01 per share	13,317	\$0	0	D	

**Explanation of Responses:**

- Represents shares sold to cover the exercise price of the option as part of a broker-assisted cashless exercise.
- Includes a deferred stock award of 19,400 restricted stock units which shall fully vest on May 30, 2015.
- Includes (a) a deferred stock award of 19,400 restricted stock units which shall fully vest on May 30, 2015; and (b) a deferred stock award of 3,688 restricted stock units which shall fully vest on June 1, 2015; and (c) 21,570 shares of common stock held by the Reporting Person.
- The options vested in three equal installments on June 21, 2005, 2006 and 2007.
- This transaction was executed in multiple trades at prices ranging from \$4.2647 to \$4.2721. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

**Remarks:**

This form is filed to restate the initial Form 4 filing made on June 2, 2014 in order to correct the reported sale price regarding the shares sold to cover the exercise price of the reported option exercise as part of a broker-assisted cashless exercise. This form is signed under power of attorney.

Neal J. Harte

06/03/2014

\*\* 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.