

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>Duchemin Jeffrey</u> (Last) (First) (Middle) C/O HARVARD BIOSCIENCE, INC. 84 OCTOBER HILL ROAD (Street) HOLLISTON MA 01746 (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) Chief Executive Officer
	3. Date of Earliest Transaction (Month/Day/Year) 08/07/2018	
	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 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 ⁽¹⁾		100,000	A	\$4.31	890,742 ⁽²⁾⁽³⁾	D	
Common Stock	08/07/2018		S ⁽¹⁾		100,000	D	\$6.07 ⁽⁴⁾	790,742 ⁽⁵⁾	D	
Common Stock	08/08/2018		M ⁽¹⁾		5,500	A	\$4.31	796,242 ⁽⁶⁾	D	
Common Stock	08/08/2018		S ⁽¹⁾		5,500	D	\$6.35 ⁽⁷⁾	790,742 ⁽⁵⁾	D	
Common Stock	08/09/2018		M ⁽¹⁾		44,500	A	\$4.31	835,242 ⁽⁸⁾	D	
Common Stock	08/09/2018		S ⁽¹⁾		44,500	D	\$6.41 ⁽⁹⁾	790,742 ⁽⁵⁾	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	Amount or Number of Shares				
Stock option (right to buy)	\$4.31	08/07/2018		M ⁽¹⁾		100,000		11/18/2016	11/18/2023	Common Stock, par value \$0.01 per share	500,000	\$0.00	400,000	D	
Stock option (right to buy)	\$4.31	08/08/2018		M ⁽¹⁾		5,500		11/18/2016	11/18/2013	Common Stock, par value \$0.01 per share	400,000	\$0.00	394,500	D	
Stock option (right to buy)	\$4.31	08/09/2018		M ⁽¹⁾		44,500		11/18/2016	11/18/2023	Common Stock, par value \$0.01 per share	394,500	\$0.00	350,000	D	

Explanation of Responses:

- The 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 94,444 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 94,444 restricted stock units which shall vest in four equal installments on January 1, 2019, 2020, 2021 and 2022; (c) a deferred stock award of 268,206 restricted stock units which shall vest in three equal installments on January 1, 2019, 2020 and 2021; (d) a deferred stock award of 145,833 restricted stock units which shall vest in two equal installments on January 1, 2019 and 2020; (e) a deferred stock award of 17,225 restricted stock units which shall vest in full on January 1, 2019; (continued in footnote 3 below)
- (continuation of footnote 3 above) (f) 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 (g) 198,842 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 \$6.15 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 (4).
- Includes the awards referenced in clauses (a) through (f) of footnotes (2) and (3) above plus 98,842 shares of common stock held by the Reporting Person.
- Includes the awards referenced in clauses (a) through (f) of footnotes (2) and (3) above plus 104,342 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 \$6.35 to \$6.40, 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 (7).
- Includes the awards referenced in clauses (a) through (f) of footnotes (2) and (3) above plus 143,342 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 \$6.35 to \$6.45, 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 (9).

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.