

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>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>05/25/2017</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	05/25/2017		A		108,696 ⁽¹⁾	A	\$0.00	365,377 ⁽²⁾	D	
Common Stock	05/25/2017		A		108,696 ⁽³⁾	A	\$0.00	474,073 ⁽⁴⁾	D	
Common Stock	05/26/2017		P		1,000	A	\$2.33 ⁽⁵⁾	475,073 ⁽⁶⁾	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)		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)					

Explanation of Responses:

- Represents a deferred stock award of 108,696 restricted stock units which shall vest in full on May 25, 2019.
- Includes (a) a deferred stock award of 108,696 restricted stock units which shall vest in full on May 25, 2019; (b) a deferred stock award of 88,652 restricted stock units which shall vest in full on May 6, 2018; (c) a deferred stock award of 66,489 restricted stock units which shall vest in three equal installments on January 1, 2018, 2019 and 2020; (d) a deferred stock award of 13,250 restricted stock units which shall vest in two equal installments on January 1, 2018 and 2019; (e) 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 (f) 60,173 shares of common stock held by the Reporting Person.
- Represents a deferred stock award of 108,696 restricted stock units which shall vest in four equal installments on January 1, 2018, 2019, 2020 and 2021.
- Includes (a) a deferred stock award of 108,696 restricted stock units which shall vest in four equal installments on January 1, 2018, 2019, 2020 and 2021; (b) a deferred stock award of 108,696 restricted stock units which shall vest in full on May 25, 2019; (c) a deferred stock award of 88,652 restricted stock units which shall vest in full on May 6, 2018; (d) a deferred stock award of 66,489 restricted stock units which shall vest in three equal installments on January 1, 2018, 2019 and 2020; (e) a deferred stock award of 13,250 restricted stock units which shall vest in two equal installments on January 1, 2018 and 2019; (f) 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 (g) 60,173 shares of common stock held by the Reporting Person.
- This transaction was executed in multiple trades at prices ranging from \$2.33 to \$2.34. The price reported above reflects the weighted average purchase 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.
- Includes (a) a deferred stock award of 108,696 restricted stock units which shall vest in four equal installments on January 1, 2018, 2019, 2020 and 2021; (b) a deferred stock award of 108,696 restricted stock units which shall vest in full on May 25, 2019; (c) a deferred stock award of 88,652 restricted stock units which shall vest in full on May 6, 2018; (d) a deferred stock award of 66,489 restricted stock units which shall vest in three equal installments on January 1, 2018, 2019 and 2020; (e) a deferred stock award of 13,250 restricted stock units which shall vest in two equal installments on January 1, 2018 and 2019; (f) 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 (g) 61,173 shares of common stock held by the Reporting Person.

Remarks:

This form has been signed under power of attorney.

/s/ Chad Porter, by power of attorney 05/30/2017

** 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.