

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>McNaughton Thomas</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 Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>Former Chief Financial Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/01/2013</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 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	11/01/2013		J		25,192 ⁽¹⁾	A	\$0	171,613 ⁽²⁾	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)	\$2.02	11/01/2013		J		31,702 ⁽¹⁾		(3)	11/14/2018	Common Stock, par value \$0.01 per share	31,702	\$0	131,702 ⁽¹⁾	D	
Stock option (right to buy)	\$2.28	11/01/2013		J		63,557 ⁽¹⁾		(4)	05/21/2019	Common Stock, par value \$0.01 per share	63,557	\$0	263,557 ⁽¹⁾	D	
Stock option (right to buy)	\$4.04	11/01/2013		J		15,852 ⁽¹⁾		(5)	06/02/2021	Common Stock, par value \$0.01 per share	15,852	\$0	65,852 ⁽¹⁾	D	
Stock option (right to buy)	\$2.56	11/01/2013		J		25,097 ⁽¹⁾		(6)	06/01/2022	Common Stock, par value \$0.01 per share	25,097	\$0	103,954 ⁽¹⁾	D	
Stock option (right to buy)	\$3.64	11/01/2013		J		11,806 ⁽¹⁾		(7)	05/31/2023	Common Stock, par value \$0.01 per share	11,806	\$0	49,028 ⁽¹⁾	D	

Explanation of Responses:

- These additional options and restricted stock units were acquired by the Reporting Person in connection with the adjustment to the existing options and restricted stock units held by the Reporting Person and required in connection with the spin-off of Harvard Apparatus Regenerative Technology, Inc. by the Issuer. As part of such required adjustment relating to the spin-off, the exercise price of the options underlying these adjustment option grants was also reset to the exercise price of these adjustment grants to reflect the impact of the spin-off. The share amounts and exercise prices of the adjusted options and restricted stock units were set in a manner to ensure the intrinsic value held by the Reporting Person pertaining to the existing award was maintained immediately following the spin-off. In addition to these adjustments, to maintain such intrinsic value, equity awards issued by Harvard Apparatus Regenerative Technology, Inc. were also granted to the Reporting Person.
- Includes (a) an adjusted deferred stock award of 21,992 restricted stock units which shall vest on Jan 1, 2014; (b) an adjusted deferred stock award of 16,461 restricted stock units which vest in equal installments on Jan 1, 2014 and Jan 1, 2015; (c) an adjusted deferred stock award of 40,766 restricted stock units which vest in equal installments on Jan 1, 2014, Jan 1, 2015, and Jan 1, 2016; (d) an adjusted deferred stock award of 25,465 restricted stock units which vest in equal installments on Jan 1, 2014, Jan 1, 2015, Jan 1, 2016, and Jan 1, 2017; and (e) 66,929 shares of common stock held by the Reporting Person.
- The options shares vested in four equal installments on September 16, 2009, 2010, 2011 and 2012.
- The options shares vested in four equal installments on January 1, 2010, 2011, 2012 and 2013.
- The unvested shares become exercisable in equal installments on January 1 of each of 2014 and 2015.
- The unvested shares become exercisable in equal installments on January 1 of each of 2014, 2015 and 2016.
- The unvested shares become exercisable in equal installments on January 1 of each of 2014, 2015, 2016 and 2017.

Remarks:

This form has been signed under power of attorney.

Thomas McNaughton

11/05/2013

** 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.

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