

**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	
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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 <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>05/31/2013</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	05/31/2013		A		19,337 <sup>(1)</sup>	A	\$0	146,420 <sup>(2)</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)	\$5.08	05/31/2013		A		37,222		(3)	05/31/2023	Common Stock, par value \$0.01 per share	\$0	37,222	D	

**Explanation of Responses:**

- Includes a deferred stock award of 19,337 restricted stock units which vest in equal installments on Jan 1, 2014, Jan 1, 2015, Jan 1, 2016, and Jan 1, 2017.
- Includes (a) a deferred stock award of 16,700 restricted stock units which shall vest on Jan 1, 2014; (b) a deferred stock award of 12,500 restricted stock units which vest in equal installments on Jan 1, 2014 and Jan 1, 2015; (c) a deferred stock award of 30,954 restricted stock units which vest in equal installments on Jan 1, 2014, Jan 1, 2015, and Jan 1, 2016; (d) a deferred stock award of 19,337 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 Mr. McNaughton.
- The options vest in four equal installments on the first four anniversaries of Jan 1, 2013.

Thomas McNaughton

06/04/2013

\*\* 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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