

**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
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>GREEN DAVID</u>  (Last) (First) (Middle) <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) <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/29/2014</u>	
		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	10/29/2014		S		72,562	D	\$4.9623 <sup>(1)</sup>	1,242,559 <sup>(2)</sup>	D	
Common Stock	10/30/2014		S		39,200	D	\$4.9941 <sup>(3)</sup>	1,203,359 <sup>(4)</sup>	D	
Common Stock	10/31/2014		S		5,892	D	\$4.99	1,197,467 <sup>(5)</sup>	D	
Common Stock								300,000	I	David Green 2013 Annuity Trust

**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					

**Explanation of Responses:**

- This transaction was executed in multiple trades at prices ranging from \$4.95 to \$4.99. The price reported above reflects the weighted average sale [or 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 19,400 restricted stock units which vest on May 30, 2015; (b) a deferred stock award of 17,697 restricted stock units which vest on January 1, 2015; (c) a deferred stock award of 58,430 restricted stock units which vest in equal installments on January 1, 2015 and January 1, 2016; (d) a deferred stock award of 41,062 restricted stock units which vest in equal installments on January 1, 2015, January 1, 2016, and January 1, 2017; and (e) 1,105,970 shares of common stock held by the Reporting Person.
- This transaction was executed in multiple trades at prices ranging from \$4.99 to \$5.01. The price reported above reflects the weighted average sale [or 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 19,400 restricted stock units which vest on May 30, 2015; (b) a deferred stock award of 17,697 restricted stock units which vest on January 1, 2015; (c) a deferred stock award of 58,430 restricted stock units which vest in equal installments on January 1, 2015 and January 1, 2016; (d) a deferred stock award of 41,062 restricted stock units which vest in equal installments on January 1, 2015, January 1, 2016, and January 1, 2017; and (e) 1,066,770 shares of common stock held by the Reporting Person.
- Includes (a) a deferred stock award of 19,400 restricted stock units which vest on May 30, 2015; (b) a deferred stock award of 17,697 restricted stock units which vest on January 1, 2015; (c) a deferred stock award of 58,430 restricted stock units which vest in equal installments on January 1, 2015 and January 1, 2016; (d) a deferred stock award of 41,062 restricted stock units which vest in equal installments on January 1, 2015, January 1, 2016, and January 1, 2017; and (e) 1,060,878 shares of common stock held by the Reporting Person.

**Remarks:**

The reported sales were made pursuant to the terms of a 10b5-1 trading plan. This form has been signed under power of attorney.

/s/ David Green 10/31/2014  
 \*\* 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.