

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>Green James W</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) 07/08/2020	
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	07/08/2020		A		209,180 ⁽¹⁾	A	\$0.00	2,147,605 ⁽²⁾	D	
Common Stock	07/08/2020		F		157,490 ⁽³⁾	D	\$3.49	1,990,115 ⁽⁴⁾	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)
						Date Exercisable	Expiration Date					

Explanation of Responses:

1. On July 8, 2019, the Reporting Person was granted an award of 418,360 restricted stock units with performance based vesting conditions based on the achievement of a relative total shareholder return of the Issuer's common stock from July 8, 2019 to the earlier of (i) July 8, 2020 or (ii) upon a change of control (measured relative to the NASDAQ Biotechnology index). The target number of the restricted stock units that may be earned was reported on the date of grant; the maximum amount is 150% of the number then reported. As a result of the Issuer's performance based on such performance targets, the reporting person earned 150% of the target amount, subject to continuation of employment through the remaining vesting dates. Accordingly, the reported transaction reflects the acquisition of 209,180 additional performance restricted stock units earned above the target grant.

2. Includes (a) the award described in footnote (1) above, (b) 218,141 restricted stock units that will vest on December 31, 2020, 2021, 2022 and 2023; (c) 243,072 restricted stock units that will fully vest on July 8, 2021; (d) 313,770 restricted stock units that will vest in three equal installments on January 1, 2021, 2022 and 2023; (e) 636,502 restricted stock units with performance based vesting conditions tied to relative total shareholder return; and (f) 526,940 shares of common stock beneficially owned by the Reporting Person.

3. The shares were disposed of to satisfy the Reporting Person's tax withholding obligation in connection with restricted stock unit and performance restricted stock unit awards previously granted to the Reporting Person which vested in part on July 8, 2020.

4. Includes (a) the shares and awards described in footnote (2) above, less (b) the disposition of shares reported in footnote (3) above.

Remarks:

This form has been signed under power of attorney.

/s/ David Sirois, by power of attorney 07/10/2020

** 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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