П

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| Check this box if no longer subject to |
|--|
| Section 16. Form 4 or Form 5 |
| obligations may continue. See |
| Instruction 1(b). |

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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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| hours per response: | | 0.5 |
| | | |

| 1. Name and Addres | ss of Reporting Person L_R | n* | 2. Issuer Name and Ticker or Trading Symbol HARVARD BIOSCIENCE INC [HBIO] | | tionship of Reporting Perso all applicable) Director | on(s) to Issuer 10% Owner |
|--|-------------------------------|----------------|--|------------------------|--|------------------------------|
| (Last) C/O FLIR SYST | | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 09/15/2009 | Officer (give title | Other (specify below) | |
| 16 ESQUIRE R((Street) BILLERICA (City) | MA (State) | 01862 (Zip) | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indiv Line) X | vidual or Joint/Group Filing Form filed by One Repor Form filed by More than Person | ting 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. Transa Code (8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Benorted | 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 Reported Transaction(s) (Instr. 3 and 4) | | | (1130. 4) | | | |
| Common Stock | 09/15/2009 | | Р | | 269 | A | \$3.7 | 50,269 | D | | |
| Common Stock | 09/15/2009 | | Р | | 4,466 | A | \$3.69 | 54,735 | D | | |
| Common Stock | 09/15/2009 | | Р | | 300 | A | \$3.73 | 55,035 | D | | |
| Common Stock | 09/15/2009 | | Р | | 700 | A | \$3.72 | 55,735 | D | | |
| Common Stock | 09/15/2009 | | Р | | 8,731 | A | \$3.73 | 64,466 | D | | |
| Common Stock | 09/16/2009 | | Р | | 5,534 | A | \$3.75 | 70,000 | 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. Transa Code (8) | | of | | 6. Date Exerc Expiration Da (Month/Day/Y | 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 | | | | |

Explanation of Responses:

/s/ Thomas McNaughton,

09/16/2009

Attorney in Fact
** 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.