

<b>OMB APPROVAL</b>	
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) <u>Chief Executive Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/29/2022</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	12/29/2022		F		24,187 <sup>(1)</sup>	D	\$2.55	2,254,624 <sup>(2)</sup>	D	
Common Stock	12/29/2022		F		28,784 <sup>(3)</sup>	D	\$2.55	2,225,840 <sup>(4)</sup>	D	
Common Stock	12/29/2022		F		23,216 <sup>(5)</sup>	D	\$2.55	2,202,624 <sup>(6)</sup>	D	
Common Stock	01/01/2023		F		49,322 <sup>(7)</sup>	D	\$2.77	2,153,302 <sup>(8)</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					

**Explanation of Responses:**

- The shares were disposed of to satisfy the Reporting Person's tax withholding obligation in connection with a restricted stock unit award previously granted to the Reporting Person that vested in part on December 29, 2022.
- Includes (a) 104,691 restricted stock units that will vest in two equal installments on December 29, 2023 and 2024, (b) 109,071 restricted stock units that will vest on June 11, 2023, (c) 64,899 restricted stock units that will vest on December 29, 2023, (d) 54,535 restricted stock units that will vest on December 29, 2023, (e) 104,590 restricted stock units that will vest on January 1, 2023, (f) 332,039 restricted stock units with performance based vesting conditions tied to relative total shareholder return and (g) 1,484,799 shares of common stock beneficially owned by the Reporting Person.
- The shares were disposed of to satisfy the Reporting Person's tax withholding obligation in connection with a restricted stock unit award previously granted to the Reporting Person that vested in part on December 29, 2022.
- Includes (a) the shares and awards described in footnote (2) above, less (b) the disposition of shares reported in footnote (3) above.
- The shares were disposed of to satisfy the Reporting Person's tax withholding obligation in connection with a performance restricted stock unit award previously granted to the Reporting Person that vested in part on December 29, 2022.
- Includes (a) the shares and awards described in footnote (2) above, less (b) the disposition of shares reported in footnotes (3) and (5) above.
- The shares were disposed of to satisfy the Reporting Person's tax withholding obligation in connection with a restricted stock unit award previously granted to the Reporting Person that vested on January 1, 2023.
- Includes (a) the shares and awards described in footnote (2) above, less (b) the disposition of shares reported in footnotes (3), (5) and (7) above.

/s/ David Sirois, by power of attorney 01/03/2023

\*\* 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.