

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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* GREEN DAVID (Last) (First) (Middle) 84 OCTOBER HILL ROAD (Street) HOLLISTON MA 01746 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol HARVARD BIOSCIENCE INC [HBIO]	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) 03/03/2015	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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	03/03/2015		M		23,351	A	\$4.04	917,772 ⁽¹⁾	D	
Common Stock	03/03/2015		F		17,121 ⁽²⁾	D	\$5.51	900,651 ⁽³⁾	D	
Common Stock	03/03/2015		M		23,648	A	\$3.99	924,299 ⁽⁴⁾	D	
Common Stock	03/03/2015		F		17,124 ⁽²⁾	D	\$5.51	907,175 ⁽⁵⁾	D	
Common Stock	03/03/2015		M		98,894	A	\$1.43	1,006,069 ⁽⁶⁾	D	
Common Stock	03/03/2015		F		49,502 ⁽²⁾	D	\$5.51	956,567 ⁽⁷⁾	D	
Common Stock	03/03/2015		M		41,646	A	\$2.28	998,213 ⁽⁸⁾	D	
Common Stock	03/03/2015		F		17,233 ⁽²⁾	D	\$5.51	980,980 ⁽⁹⁾	D	
Common Stock	03/03/2015		M		485,469	A	\$2.28	1,466,449 ⁽¹⁰⁾	D	
Common Stock	03/03/2015		F		294,523 ⁽²⁾	D	\$5.51	1,171,926 ⁽¹¹⁾	D	
Common Stock	03/03/2015		M		239,799	A	\$3.99	1,411,725 ⁽¹²⁾	D	
Common Stock	03/03/2015		F		195,180 ⁽²⁾	D	\$5.51	1,216,545 ⁽¹³⁾	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	Title	Amount or Number of Shares				
Stock option (right to buy)	\$4.04	03/03/2015		M			23,351 ⁽¹⁴⁾	01/01/2014	06/02/2021	Common Stock, par value \$0.01 per share	23,351	\$0.00	23,351	D	
Stock option (right to buy)	\$3.99	03/03/2015		M			23,648 ⁽¹⁴⁾	01/01/2011	05/01/2017	Common Stock, par value \$0.01 per share	23,648	\$0.00	0	D	
Stock option (right to buy)	\$1.43	03/03/2015		M			98,894 ⁽¹⁴⁾	01/01/2011	12/04/2018	Common Stock, par value \$0.01 per share	98,894	\$0.00	0	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	Title	Amount or Number of Shares				
Stock option (right to buy)	\$2.28	03/03/2015		M			41,646 ⁽¹⁴⁾	01/01/2012	05/21/2019	Common Stock, par value \$0.01 per share	41,646	\$0.00	0	D	
Stock option (right to buy)	\$2.28	03/03/2015		M			485,469 ⁽¹⁴⁾	01/01/2010	05/21/2019	Common Stock, par value \$0.01 per share	485,469	\$0.00	0	D	
Stock option (right to buy)	\$3.99	03/03/2015		M			239,799 ⁽¹⁴⁾	01/01/2008	05/01/2017	Common Stock, par value \$0.01 per share	239,799	\$0.00	0	D	

Explanation of Responses:

- Includes (a) a deferred stock award of 19,400 restricted stock units which vest on May 30, 2015; (b) a deferred stock award of 29,215 restricted stock units which vest on January 1, 2016; (c) a deferred stock award of 27,375 restricted stock units which vest in equal installments on January 1, 2016 and January 1, 2017; and (d) 841,782 shares of common stock held by the Reporting Person.
- Represents the number of shares of common stock deemed to be owned by the Reporting Person in accordance with the Issuer's 2000 Stock Option and Incentive Plan, as amended, in connection with the payment of the option exercise price and related withholding taxes. With respect to each option exercise, the Issuer only delivered the net amount of the option shares to the Reporting Person. Shares of common stock in connection with the payment of the option exercise price and related withholding taxes were not sold by the Reporting Person or delivered to the Issuer. Nevertheless, the SEC deems such net exercise to be a disposition of shares for purposes of Section 16(a) of the Securities Exchange Act of 1934.
- Includes (a) a deferred stock award of 19,400 restricted stock units which vest on May 30, 2015; (b) a deferred stock award of 29,215 restricted stock units which vest on January 1, 2016; (c) a deferred stock award of 27,375 restricted stock units which vest in equal installments on January 1, 2016 and January 1, 2017; and (d) 824,661 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 29,215 restricted stock units which vest on January 1, 2016; (c) a deferred stock award of 27,375 restricted stock units which vest in equal installments on January 1, 2016 and January 1, 2017; and (d) 848,309 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 29,215 restricted stock units which vest on January 1, 2016; (c) a deferred stock award of 27,375 restricted stock units which vest in equal installments on January 1, 2016 and January 1, 2017; and (d) 831,185 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 29,215 restricted stock units which vest on January 1, 2016; (c) a deferred stock award of 27,375 restricted stock units which vest in equal installments on January 1, 2016 and January 1, 2017; and (d) 930,079 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 29,215 restricted stock units which vest on January 1, 2016; (c) a deferred stock award of 27,375 restricted stock units which vest in equal installments on January 1, 2016 and January 1, 2017; and (d) 880,577 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 29,215 restricted stock units which vest on January 1, 2016; (c) a deferred stock award of 27,375 restricted stock units which vest in equal installments on January 1, 2016 and January 1, 2017; and (d) 922,223 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 29,215 restricted stock units which vest on January 1, 2016; (c) a deferred stock award of 27,375 restricted stock units which vest in equal installments on January 1, 2016 and January 1, 2017; and (d) 904,990 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 29,215 restricted stock units which vest on January 1, 2016; (c) a deferred stock award of 27,375 restricted stock units which vest in equal installments on January 1, 2016 and January 1, 2017; and (d) 1,390,459 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 29,215 restricted stock units which vest on January 1, 2016; (c) a deferred stock award of 27,375 restricted stock units which vest in equal installments on January 1, 2016 and January 1, 2017; and (d) 1,095,936 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 29,215 restricted stock units which vest on January 1, 2016; (c) a deferred stock award of 27,375 restricted stock units which vest in equal installments on January 1, 2016 and January 1, 2017; and (d) 1,335,735 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 29,215 restricted stock units which vest on January 1, 2016; (c) a deferred stock award of 27,375 restricted stock units which vest in equal installments on January 1, 2016 and January 1, 2017; and (d) 1,140,555 shares of common stock held by the Reporting Person.
- Represent the exercise of stock options granted pursuant to the Issuer's 2000 Stock Option and Incentive Plan, as amended.

Remarks:

/s/ David Green 03/05/2015

** 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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