

| OMB APPROVAL                                 |           |
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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

|   |  |  |
|---|--|--|
| 1. Name and Address of Reporting Person*<br><u>Green James W</u><br><br>(Last) (First) (Middle)<br>C/O HARVARD BIOSCIENCE, INC.<br>84 OCTOBER HILL ROAD<br><br>(Street)<br>HOLLISTON MA 01746<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br>HARVARD BIOSCIENCE INC [ HBIO ] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br>Chief Executive Officer |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br>07/08/2019                 |  |
| 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                    | 07/08/2019                           |  | D                              |   | 5,275 <sup>(1)</sup>  | D          | \$0.00 | 210,737 <sup>(2)</sup>  | D  |   |
| Common Stock                    | 07/08/2019                           |  | A                              |   | 202,875 <sup>(3)</sup>  | A          | \$0.00 | 413,612 <sup>(4)</sup>  | D  |   |
| Common Stock                    | 07/08/2019                           |  | A                              |   | 243,072 <sup>(5)</sup>  | A          | \$0.00 | 656,684 <sup>(6)</sup>  | D  |   |
| Common Stock                    | 07/08/2019                           |  | A                              |   | 418,360 <sup>(7)</sup>  | A          | \$0.00 | 1,075,044 <sup>(8)</sup>  | D  |   |
| Common Stock                    | 07/08/2019                           |  | A                              |   | 418,360 <sup>(9)</sup>  | A          | \$0.00 | 1,493,404 <sup>(10)</sup>   | D  |   |
| Common Stock                    |                                      |  |                                |   |   |            |        | 2,000   | I  | by James W. Green Revocable 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:**

- The subject restricted stock units were granted to the Reporting Person on January 2, 2019 and were forfeited as a result of the Reporting Person transitioning to his role as President and Chief Executive of the Issuer as of July 8, 2019, and stepping down from his roles as member of the Governance Committee and member of the Compensation Committee.
- Includes (a) deferred stock award of 35,100 restricted stock units which fully vest on the earlier of (i) the date of the Issuer's next Annual Meeting of Stockholders after May 16, 2019, immediately prior to the commencement of such meeting, and (ii) May 23, 2020; and (b) 175,637 shares of common stock held by the Reporting Person.
- Represents a deferred stock award of 202,875 restricted stock units which shall fully vest on July 8, 2020.
- Includes the equity described in footnotes (2) and (3).
- Represents a deferred stock award of 243,072 restricted stock units which shall fully vest on July 8, 2021.
- Includes the equity described in footnotes (2), (3) and (5).
- Represents a deferred stock award of 418,360 restricted stock units which shall vest in four equal installments on January 1, 2020, 2021, 2022 and 2023.
- Includes the equity described in footnotes (2), (3), (5) and (7).
- Represents a deferred stock award of 418,360 restricted stock units with performance based vesting conditions. These restricted stock units shall vest 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 these restricted stock units that may be earned is reported above; the maximum amount is 150% of the number reported.
- Includes the equity described in footnotes (2), (3), (5), (7) and (9).

**Remarks:**

This form has been signed under power of attorney.

/s/ Chad Porter, by power of attorney      07/09/2019

\*\* 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.**