

**FORM 5**

**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).

Form 3 Holdings Reported.

Form 4 Transactions Reported.

**ANNUAL 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	
OMB Number:	3235-0362
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1. Name and Address of Reporting Person* <u>LEWIS EARL R</u>			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 Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <u>12/31/2013</u>			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		
<u>87 PINCKNEY STREET</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)								
<u>BOSTON</u>	<u>MA</u>	<u>02114</u>						
(City)	(State)	(Zip)						

**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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	09/06/2013		M4	10,000	A	\$3	161,455 <sup>(1)</sup>	D	
Common Stock	09/06/2013		M4	36,000	A	\$3.18	161,455 <sup>(1)</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)
					(A)	(D)	Date Exercisable	Expiration Date					
Stock option (right to buy)	\$3	09/06/2013		4M		10,000 <sup>(2)</sup>	01/01/2006	05/26/2015	Common stock, par value \$0.01 per share	\$0	0	D	
Stock option (right to buy)	\$3.18	09/06/2013		4M		36,000 <sup>(2)</sup>	05/21/2010	05/21/2019	Common stock, par value \$0.01 per share	\$0	0	D	

**Explanation of Responses:**

- Based on holdings as of December 31, 2013, including these shares acquired as evidenced by the transactions reported on Table I of this Form 5 as well as transactions occurring thereafter on or prior to December 31, 2013, and includes (a) a deferred stock award of 7,777 restricted stock units which shall fully vest on May 31, 2014; (b) a deferred stock award of 7,377 restricted stock units which vest in equal installments on June 1, 2014 and June 1, 2015; and (c) 146,301 shares of common stock held by the Reporting Person.
- Represents exercise of stock options granted pursuant to the Issuer's 2000 Stock Option and Incentive Plan.

**Remarks:**

This Form 5 is filed to disclose stock option exercises that were not previously reported on Form 4 and provide an updated aggregate amount of non-derivative securities held by the Reporting Person as of December 31, 2013. This form is filed under power of attorney.

/s/ Earl Lewis

02/12/2014

\*\* 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.