SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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[*]	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Gagnon Robert E.	HARVARD BIOSCIENCE INC [HBIO]	Director ___ 10% Owner ___

(Last)	(First)	(Middle)

C/O HARVARD BIOSCIENCE, INC.

84 OCTOBER HILL ROAD

(Street)

HOLLISTON	MA	01746

(City)	(State)	(Zip)

3. Date of Earliest Transaction (Month/Day/Year)
08/29/2018

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

	Director		10% Owner
X	Officer (give title below)		Other (specify below)

Chief Financial Officer

6. Individual or Joint/Group Filing (Check Applicable Line)

X 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	08/29/2018		S		8,889	D	$5.77	321,169[(1)]	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				

Explanation of Responses:

1. Includes (a) a deferred stock award of 40,000 restricted stock units with performance based vesting conditions, which shall vest in three equal installments on May 24, 2019, May 24, 2020 and May 24, 2021, contingent upon achievement of a performance condition tied to relative total shareholder return; (b) a deferred stock award of 40,000 restricted stock units which vest in four equal installments on January 1, 2019, 2020, 2021 and 2022; (c) a deferred stock award of 81,522 restricted stock units which shall vest in three equal installments on January 1, 2019, 2020 and 2021; (d) a deferred stock award of 108,696 restricted stock units which shall vest in full on May 25, 2019; (e) a deferred stock award of 44,326 restricted stock units which shall vest in two equal installments on January 1, 2019 and 2020; and (f) a deferred stock award of 6,625 restricted stock units which shall vest in full on January 1, 2019.

Remarks:

This form has been signed under power of attorney.

/s/ Chad Porter, by power of attorney

08/30/2018

** Signature of Reporting Person   Date