

Duchemin Jeffrey
 Form 4
 August 09, 2018

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Duchemin Jeffrey

2. Issuer Name and Ticker or Trading Symbol
 HARVARD BIOSCIENCE INC
 [HBIO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
 (Month/Day/Year)
 08/07/2018

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

C/O HARVARD BIOSCIENCE, INC., 84 OCTOBER HILL ROAD

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

HOLLISTON, MA 01746

(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 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)
Common Stock	08/07/2018		M ⁽¹⁾	A	\$ 890,742 ⁽²⁾ 4.31 ⁽³⁾	D	
Common Stock	08/07/2018		S ⁽¹⁾	D	\$ 790,742 ⁽⁵⁾ 6.07 ⁽⁴⁾	D	
Common Stock	08/08/2018		M ⁽¹⁾	A	\$ 796,242 ⁽⁶⁾ 4.31	D	
Common Stock	08/08/2018		S ⁽¹⁾	D	\$ 790,742 ⁽⁵⁾ 6.35 ⁽⁷⁾	D	

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Common Stock	08/09/2018		<u>M</u> ⁽¹⁾	44,500	A	\$ 4.31	835,242 ⁽⁸⁾	D
Common Stock	08/09/2018		<u>S</u> ⁽¹⁾	44,500	D	\$ 6.41 <u>(9)</u>	790,742 ⁽⁵⁾	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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 Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Stock option (right to buy)	\$ 4.31	08/07/2018		<u>M</u> ⁽¹⁾	100,000	11/18/2016	11/18/2023	Common Stock, par value \$0.01 per share	500,000
Stock option (right to buy)	\$ 4.31	08/08/2018		<u>M</u> ⁽¹⁾	5,500	11/18/2016	11/18/2013	Common Stock, par value \$0.01 per share	400,000
Stock option (right to buy)	\$ 4.31	08/09/2018		<u>M</u> ⁽¹⁾	44,500	11/18/2016	11/18/2023	Common Stock, par value \$0.01 per share	394,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Duchemin Jeffrey C/O HARVARD BIOSCIENCE, INC.	X		Chief Executive Officer	

84 OCTOBER HILL ROAD
HOLLISTON, MA 01746

Signatures

/s/ Chad Porter, by power of
attorney

08/09/2018

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.

Includes (a) a deferred stock award of 94,444 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 94,444 restricted stock units which shall vest in four equal installments on

(2) January 1, 2019, 2020, 2021 and 2022; (c) a deferred stock award of 268,206 restricted stock units which shall vest in three equal installments on January 1, 2019, 2020 and 2021; (d) a deferred stock award of 145,833 restricted stock units which shall vest in two equal installments on January 1, 2019 and 2020; (e) a deferred stock award of 17,225 restricted stock units which shall vest in full on January 1, 2019; (continued in footnote 3 below)

(3) (continuation of footnote 3 above) (f) a deferred stock award of 71,748 restricted stock units with performance based vesting conditions, which shall vest on August 3, 2018 contingent upon achievement of a performance condition tied to relative total shareholder return; and (g) 198,842 shares of common stock held by the Reporting Person.

(4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$6.15 to \$6.23, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (4).

(5) Includes the awards referenced in clauses (a) through (f) of footnotes (2) and (3) above plus 98,842 shares of common stock held by the Reporting Person.

(6) Includes the awards referenced in clauses (a) through (f) of footnotes (2) and (3) above plus 104,342 shares of common stock held by the Reporting Person.

(7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$6.35 to \$6.40, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (7).

(8) Includes the awards referenced in clauses (a) through (f) of footnotes (2) and (3) above plus 143,342 shares of common stock held by the Reporting Person.

(9) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$6.35 to \$6.45, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (9).

Remarks:

This form has been signed under power of attorney.

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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