

GREEN DAVID
Form 4
December 19, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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 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 *
GREEN DAVID

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)
84 OCTOBER HILL ROAD
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/17/2012

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

HOLLISTON, MA 01746
(City) (State) (Zip)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 12/17/2012 | | M | | \$ 3.16 | D | |
| Common Stock | 12/17/2012 | | S | | \$ 4.1025 (1) | D | |
| Common Stock | 12/18/2012 | | M | | \$ 3.16 | D | |
| Common Stock | 12/18/2012 | | S | | \$ 4.0792 (2) | D | (3) |

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

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(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 or Number of Shares |
| Stock Option (right to buy) | \$ 3.16 | 12/17/2012 | | M | 17,908 (4) | 01/01/2004 | 04/08/2013 | Common Stock, par value \$0.01 per share | 17,908 |
| Stock Option (right to buy) | \$ 3.16 | 12/18/2012 | | M | 45,946 (4) | 01/01/2004 | 04/08/2013 | Common Stock, par value \$0.01 per share | 45,946 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|------------------------------------------------------------|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| GREEN DAVID 84 OCTOBER HILL ROAD HOLLISTON, MA 01746 | X | | President | |

Signatures

Thomas
McNaughton
12/19/2012
Date

**Signature of Reporting Person

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) Reflects the weighted average price of the shares sold in the reported transaction. These shares were sold in multiple transactions at prices ranging from \$4.1000 to \$4.1674, inclusive. The reporting person undertakes to provide to Harvard Bioscience, Inc., any security holder of Harvard Bioscience, Inc. 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.

(2) Reflects the weighted average price of the shares sold in the reported transaction. These shares were sold in multiple transactions at prices ranging from \$4.01 to \$4.14, inclusive. The reporting person undertakes to provide to Harvard Bioscience, Inc., any security holder of Harvard Bioscience, Inc. 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.

(3) Includes (a) a deferred stock award of 66,800 restricted stock units which vest in equal installments on Jan 1, 2013 and Jan 1, 2014; (b) a deferred stock award of 40,312 restricted stock units which vest in equal installments on Jan 1, 2013, Jan 1, 2014 and Jan 1, 2015; (c) a deferred stock award of 88,737 restricted stock units which vest in equal installments on Jan 1, 2013, Jan 1, 2014, Jan 1, 2015 and Jan 1, 2016; and (d) 1,421,084 shares of common stock held by Mr. Green.

(4) Represents exercise of stock options granted pursuant to the Issuer's 2000 Stock Option and Incentive Plan.

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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