

HARVARD BIOSCIENCE INC

Form 4

June 10, 2015

FORM 4**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).

**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

OMB APPROVAL

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Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
LEWIS EARL R

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)
87 PINCKNEY STREET
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
06/09/2015

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

BOSTON, MA 02114

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

(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)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	06/09/2015		M		7,070	A	\$ 2.56	333,878 ⁽¹⁾ D
Common Stock	06/09/2015		M		3,301	A	\$ 3.71	337,179 ⁽²⁾ 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)

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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)	8. 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)	\$ 2.56	06/09/2015		M	7,070 (3)	(4)	06/01/2022	Common stock, par value \$0.01 per share	7,070
Stock option (right to buy)	\$ 3.71	06/09/2015		M	3,301 (3)	(5)	05/24/2017	Common stock, par value \$0.01 per share	3,301

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEWIS EARL R 87 PINCKNEY STREET BOSTON, MA 02114	X			

Signatures

/s/ Earl R. Lewis 06/10/2015
 **Signature of Date
 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).

Includes (a) a deferred stock award of 14,400 restricted stock units which fully vest on the earlier to occur of (i) the date of the Issuer's next Annual Meeting of Stockholders after June 4, 2015, immediately prior to the commencement of such meeting, and (ii) June 4, 2016.; and (b) 319,478 shares of common stock held by the Reporting Person.

Includes (a) a deferred stock award of 14,400 restricted stock units which fully vest on the earlier to occur of (i) the date of the Issuer's next Annual Meeting of Stockholders after June 4, 2015, immediately prior to the commencement of such meeting, and (ii) June 4, 2016.; and (b) 322,779 shares of common stock held by the Reporting Person.

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- (3) Represents exercise of stock options granted pursuant to the Issuer's 2000 Stock Option and Incentive Plan, as amended.
- (4) The options vested in three equal installments of June 1, 2013, 2014 and 2015.
- (5) The options vested in three equal installments of May 24, 2008, 2009 and 2010.

Remarks:

This form is 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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