

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| 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).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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|--|---------|----------|---|--|--|---|--|--|
| 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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 05/27/2016 | | | 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 | | |
| 84 OCTOBER HILL ROAD | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | |
| (Street) 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|--------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 05/27/2016 | | M | | 223,888 | A | \$2.56 | 682,540 ⁽¹⁾ | D | |
| Common Stock | 05/27/2016 | | F | | 180,315 ⁽²⁾ | D | \$3.54 | 502,225 ⁽³⁾ | D | |
| Common Stock | | | | | | | | 322,124 | I | David Green 2015-1 Annuity Trust |
| Common Stock | | | | | | | | 300,000 | I | David Green 2013 Annuity Trust |

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 |
| Stock option (right to buy) | \$2.56 | 05/27/2016 | | M | | | 223,888 ⁽⁴⁾ | 01/01/2016 | 06/01/2022 | Common Stock, par value \$0.01 per share | 223,888 | \$0.00 | 0 | D | |

Explanation of Responses:

- Includes (a) a deferred stock award of 14,400 restricted stock units which fully vest on the earlier 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; (b) a deferred stock award of 7,725 restricted stock units which vest quarterly in equal installments on June 30, 2016, September 30, 2016 and December 31, 2016; and (c) 660,415 shares of common stock held by the Reporting Person.
- Represents the number of shares of common stock deemed to be owned by the Reporting Person in accordance with the Issuer's 2000 Stock Option and Incentive Plan, as amended, in connection with the payment of the option exercise price and related withholding taxes. With respect to each option exercise, the Issuer only delivered the net amount of the option shares to the Reporting Person. Shares of common stock in connection with the payment of the option exercise price and related withholding taxes were not sold by the Reporting Person or delivered to the Issuer. Nevertheless, the SEC deems such net exercise to be a disposition of shares for purposes of Section 16(a) of the Securities Exchange Act of 1934.
- Includes (a) a deferred stock award of 14,400 restricted stock units which fully vest on the earlier 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; (b) a deferred stock award of 7,725 restricted stock units which vest quarterly in equal installments on June 30, 2016, September 30, 2016 and December 31, 2016; and (c) 480,100 shares of common stock held by the Reporting Person.
- Represent the exercise of stock options granted pursuant to the Issuer's 2000 Stock Option and Incentive Plan, as amended.

Remarks:

This form has been signed under power of attorney.

/s/ Chad Porter, by power of attorney 06/01/2016

** 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.