

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL	
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1. Name and Address of Reporting Person* LEWIS EARL R _____ (Last) (First) (Middle) 87 PINCKNEY STREET _____ (Street) BOSTON MA 02114 _____ (City) (State) (Zip)			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)		
			3. Date of Earliest Transaction (Month/Day/Year) 11/06/2014					
			4. If Amendment, Date of Original Filed (Month/Day/Year)			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		

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	11/06/2014		M		15,016	A	\$3.64	244,264 ⁽¹⁾	D	
Common Stock	11/06/2014		M		3,293	A	\$3.41	247,557 ⁽²⁾	D	
Common Stock	11/06/2014		M		3,294	A	\$3.01	250,851 ⁽³⁾	D	
Common Stock	11/06/2014		M		14,143	A	\$2.56	264,994 ⁽⁴⁾	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				
Stock option (right to buy)	\$3.64	11/06/2014		M		15,016 ⁽⁵⁾	(6)	05/31/2023		Common stock, par value \$0.01 per share	15,016	\$0	0	D	
Stock option (right to buy)	\$3.41	11/06/2014		M		3,293 ⁽⁵⁾	(7)	05/22/2018		Common stock, par value \$0.01 per share	3,293	\$0	0	D	
Stock option (right to buy)	\$3.01	11/06/2014		M		3,294 ⁽⁵⁾	(8)	05/25/2016		Common stock, par value \$0.01 per share	3,294	\$0	0	D	
Stock option (right to buy)	\$2.56	11/06/2014		M		14,143 ⁽⁵⁾	(9)	06/01/2022		Common stock, par value \$0.01 per share	14,143	\$0	7,070	D	

Explanation of Responses:

- Includes (a) a deferred stock award of 19,400 restricted stock units which shall fully vest on May 30, 2015; (b) a deferred stock award of 3,688 restricted stock units which shall fully vest on June 1, 2015; and (c) 221,176 shares of common stock held by the Reporting Person.
- Includes (a) a deferred stock award of 19,400 restricted stock units which shall fully vest on May 30, 2015; (b) a deferred stock award of 3,688 restricted stock units which shall fully vest on June 1, 2015; and (c) 224,469 shares of common stock held by the Reporting Person.
- Includes (a) a deferred stock award of 19,400 restricted stock units which shall fully vest on May 30, 2015; (b) a deferred stock award of 3,688 restricted stock units which shall fully vest on June 1, 2015; and (c) 227,763 shares of common stock held by the Reporting Person.
- Includes (a) a deferred stock award of 19,400 restricted stock units which shall fully vest on May 30, 2015; (b) a deferred stock award of 3,688 restricted stock units which shall fully vest on June 1, 2015; and (c) 241,906 shares of common stock held by the Reporting Person.
- Represents exercise of stock options granted pursuant to the Issuer's 2000 Stock Option and Incentive Plan, as amended.
- The options vested in one installment on May 31, 2014.
- The options vested in three equal installments on May 22, 2009, 2010 and 2011.
- The options vested in three equal installments on May 25, 2007, 2008 and 2009.
- The options vest in three equal installments on June 1, 2013, 2014 and 2015.

Remarks:

This form is signed under power of attorney.

Earl R. Lewis

11/06/2014

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.