

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	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>GREEN DAVID</u> (Last) (First) (Middle) <u>84 OCTOBER HILL ROAD</u> (Street) <u>HOLLISTON MA 01746</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>HARVARD BIOSCIENCE INC [HBIO]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;">President</p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/19/2012</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	12/19/2012		M		48,146	A	\$3.16	1,665,079	D	
Common Stock	12/19/2012		S		48,146	D	\$4.038 ⁽¹⁾	1,616,933	D	
Common Stock	12/20/2012		M		73,591	A	\$3.16	1,690,524	D	
Common Stock	12/20/2012		S		73,591	D	\$4.0513 ⁽²⁾	1,616,933	D	
Common Stock	12/21/2012		M		14,409	A	\$3.16	1,631,342	D	
Common Stock	12/21/2012		S		14,409	D	\$4.059 ⁽³⁾	1,616,933 ⁽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					
Stock Option (right to buy)	\$3.16	12/19/2012		M			48,146 ⁽⁵⁾	01/01/2004	04/08/2013	Common Stock, par value \$0.01 per share	\$3.16	88,000	D	
Stock Option (right to buy)	\$3.16	12/20/2012		M			73,591 ⁽⁵⁾	01/01/2004	04/08/2013	Common Stock, par value \$0.01 per share	\$3.16	14,409	D	
Stock Option (right to buy)	\$3.16	12/21/2012		M			14,409 ⁽⁵⁾	01/01/2004	04/08/2013	Common Stock, par value \$0.01 per share	\$3.16	0	D	

Explanation of Responses:

- Reflects the weighted average price of the shares sold in the reported transaction. These shares were sold in multiple transactions at prices ranging from \$4.0100 to \$4.1400, 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.
- Reflects the weighted average price of the shares sold in the reported transaction. These shares were sold in multiple transactions at prices ranging from \$4.0000 to \$4.1400, 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.
- Reflects the weighted average price of the shares sold in the reported transaction. These shares were sold in multiple transactions at prices ranging from \$3.9300 to \$4.0800, 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.
- 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.
- 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.

Thomas McNaughton

12/21/2012

** Signature of Reporting Person

Date

* 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.