

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

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

1. Name and Address of Reporting Person* <u>KENNEDY JOHN F</u> (Last) (First) (Middle) <u>C/O HARVARD BIOSCIENCE, INC.</u> <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 Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/11/2020</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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	06/11/2020		D		3,534 ⁽¹⁾	D	\$0.00	336,259 ⁽²⁾	D	
Common Stock	06/18/2020		A		28,100 ⁽³⁾	A	\$0.00	364,359 ⁽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					

Explanation of Responses:

- On January 2, 2020, the Reporting Person received a retainer award of 24,200 restricted stock units of the Issuer, vesting in four equal installments on March 31, 2020, June 30, 2020, September 30, 2020 and December 31, 2020. 6,400 of the restricted stock units were granted in connection with the Reporting Person's serving as chair of the Issuer's Audit Committee. On June 11, 2020, the Reporting Person stepped down from serving as chair of the Audit Committee, remaining as a member. In accordance with the Issuer's non-employee director compensation policy, the Reporting Person forfeited 3,534 restricted stock units as a result of the committee change.
- Includes (a) a restricted stock unit award of 13,350 remaining unvested restricted stock units vesting in equal quarterly installments on June 30, 2020, September 30, 2020 and December 31, 2020, and (b) 322,909 shares of common stock held by the Reporting Person.
- Represents an award of 28,100 restricted stock units that fully vest on the earlier to occur of (i) the date of the Issuer's next Annual Meeting of Stockholders after June 11, 2020, immediately prior to the commencement of such meeting, and (ii) June 18, 2021.
- Includes (a) the shares and awards described in footnote (2) above, and (b) the award described in footnote (3) above.

Remarks:

This form has been signed under power of attorney.

/s/ David Sirois, by power of attorney 06/19/2020

** 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.