

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
Estimated average burden hours per response:	0.5

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>05/20/2014</u>	
	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	05/20/2014		M		15,805	A	\$4.04	38,760	D	
Common Stock	05/20/2014		M		6,586	A	\$3.41	45,346	D	
Common Stock	05/20/2014		M		22,545	A	\$2.59	67,891	D	
Common Stock	05/20/2014		M		6,603	A	\$3.71	74,494	D	
Common Stock	05/20/2014		M		3,303	A	\$3.32	77,797	D	
Common Stock	05/20/2014		M		26,352	A	\$2.15	104,149	D	
Common Stock	05/20/2014		M		23,720	A	\$2.28	127,869	D	
Common Stock	05/20/2014		M		6,589	A	\$3.01	134,458	D	
Common Stock	05/20/2014		M		7,072	A	\$2.56	141,530 ⁽¹⁾	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)	\$4.04	05/20/2014		M		15,805 ⁽²⁾		(3)	06/02/2021	Common stock, par value \$0.01 per share	15,805	\$0	7,902	D	
Stock option (right to buy)	\$3.41	05/20/2014		M		6,586 ⁽²⁾		(4)	05/22/2018	Common stock, par value \$0.01 per share	6,586	\$0	0	D	
Stock option (right to buy)	\$2.59	05/20/2014		M		22,545 ⁽²⁾		(5)	06/04/2020	Common stock, par value \$0.01 per share	22,545	\$0	0	D	
Stock option (right to buy)	\$3.71	05/20/2014		M		6,603 ⁽²⁾		(6)	05/24/2017	Common stock, par value \$0.01 per share	6,603	\$0	0	D	
Stock option (right to buy)	\$3.32	05/20/2014		M		3,303 ⁽²⁾		(7)	06/04/2014	Common stock, par value \$0.01 per share	3,303	\$0	0	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)	\$2.15	05/20/2014		M			26,352 ⁽²⁾	(8)	05/26/2015	Common stock, par value \$0.01 per share	26,352	\$0	0	D	
Stock option (right to buy)	\$2.28	05/20/2014		M			23,720 ⁽²⁾	(9)	05/21/2019	Common stock, par value \$0.01 per share	23,720	\$0	0	D	
Stock option (right to buy)	\$3.01	05/20/2014		M			6,589 ⁽²⁾	(10)	05/25/2016	Common stock, par value \$0.01 per share	6,589	\$0	0	D	
Stock option (right to buy)	\$2.56	05/20/2014		M			7,072 ⁽²⁾	(11)	06/01/2022	Common stock, par value \$0.01 per share	7,072	\$0	14,141	D	

Explanation of Responses:

- Includes (a) a deferred stock award of 7,777 restricted stock units which shall fully vest on May 31, 2014; and (b) a deferred stock award of 7,377 restricted stock units which vest in equal installments on June 1, 2014 and June 1, 2015; and (c) 126,376 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 vest in three equal installments on June 2, 2012, 2013 and 2014.
- The options vested in three equal installments on May 22, 2009, 2010 and 2011.
- The options vested in three equal installments on June 4, 2011, 2012 and 2013.
- The options vested in three equal installments on May 24, 2008, 2009 and 2010.
- The options vested in three equal installments on June 4, 2005, 2006 and 2007.
- The options vested in three equal installments on January 1, 2006, 2007 and 2008.
- The options vested in three equal installments on May 21, 2010, 2011 and 2012.
- 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.

John F. Kennedy

05/29/2014

** 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.