

<b>OMB APPROVAL</b>	
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**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

1. Name and Address of Reporting Person* <u>Duchemin Jeffrey</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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/24/2019</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 <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	05/24/2019		F		1,111 <sup>(1)</sup>	D	\$2.31	746,667 <sup>(2)(3)</sup>	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)		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)					

**Explanation of Responses:**

- The shares were disposed of to satisfy the Reporting Person's tax withholding obligation in connection with the vesting of certain restricted stock units previously granted to the Reporting Person on May 24, 2018.
- Includes (a) a deferred stock award of 56,517 restricted stock units with performance based vesting conditions, which shall vest in three equal installments on March 7, 2020, 2021 and 2022, contingent upon achievement of a performance condition tied to relative total shareholder return; (b) a deferred stock award of 113,034 restricted stock units which shall vest in four equal installments on January 1, 2020, 2021, 2022 and 2023; (c) a deferred stock award of 70,833 restricted stock units which vest in equal installments on January 1, 2020, 2021 and 2022; (d) a deferred stock award of 178,804 restricted stock units which shall vest in equal installments on January 1, 2020 and 2021; (e) a deferred stock award of 72,916 restricted stock units which shall vest on January 1, 2020;
- continuation of footnote 2 above: (f) a deferred stock award of 7,556 restricted stock units, which vest in equal installments on May 24, 2020 and May 24, 2021; and (g) 247,007 shares of common stock held by the Reporting Person. With respect to the performance based deferred stock award received on May 24, 2018, the Reporting Person had previously included the target number of such award, being 94,444 shares, in his reported holdings, and on May 24, 2019, the actual earned award amount was determined to be 11,333. As such, the 83,111 shares previously reported but not earned are no longer included in the securities beneficially owned.

**Remarks:**

This form has been signed under power of attorney.

/s/ Chad Porter, by power of attorney 05/29/2019

\*\* 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.

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