**GREEN DAVID** Form 4 January 10, 2012

# FORM 4

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 3235-0287

**OMB APPROVAL** 

2005

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Check this box if no longer subject to Section 16. Form 4 or Form 5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

| 1. Name and Address of Reporting Person * GREEN DAVID | 2. Issuer Name <b>and</b> Ticker or Trading Symbol          | 5. Relationship of Reporting Person(s) to Issuer                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  |  |  |
|-------------------------------------------------------|-------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|--|--|
|                                                       | HARVARD BIOSCIENCE INC<br>[HBIO]                            | (Check all applicable)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |  |  |  |
| (Last) (First) (Middle) 84 OCTOBER HILL ROAD          | 3. Date of Earliest Transaction (Month/Day/Year) 01/09/2012 | X Director 10% Owner Selfont of the control of th |  |  |  |
| (Street)                                              | 4. If Amendment, Date Original Filed(Month/Day/Year)        | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |  |  |  |
| HOLLISTON, MA 01746                                   |                                                             | Person                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |  |  |  |

| (City)          | (State) (           | Table Table        | e I - Non-D | erivative S   | Securi    | ties Acq   | uired, Disposed o | f, or Beneficial | ly Owned     |
|-----------------|---------------------|--------------------|-------------|---------------|-----------|------------|-------------------|------------------|--------------|
| 1.Title of      | 2. Transaction Date | 2A. Deemed         | 3.          | 4. Securit    | ies Ac    | quired     | 5. Amount of      | 6. Ownership     | 7. Nature of |
| Security        | (Month/Day/Year)    | Execution Date, if | Transactio  | on(A) or Di   | sposed    | of (D)     | Securities        | Form: Direct     | Indirect     |
| (Instr. 3)      |                     | any                | Code        | (Instr. 3,    | 4 and 5   | 5)         | Beneficially      | (D) or           | Beneficial   |
|                 |                     | (Month/Day/Year)   | (Instr. 8)  |               |           |            | Owned             | Indirect (I)     | Ownership    |
|                 |                     |                    |             |               |           |            | Following         | (Instr. 4)       | (Instr. 4)   |
|                 |                     |                    |             |               | (4)       |            | Reported          |                  |              |
|                 |                     |                    |             |               | (A)       |            | Transaction(s)    |                  |              |
|                 |                     |                    | Code V      | Amount        | or<br>(D) | Price      | (Instr. 3 and 4)  |                  |              |
| Common<br>Stock | 01/09/2012          |                    | F           | 20,602<br>(1) | D         | \$<br>3.87 | 1,496,550 (2)     | D                |              |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

#### Edgar Filing: GREEN DAVID - Form 4

|                                      | 2.                                                              | 3. Transaction Date |                                         | 4.                             | 5.                                                                                                               | 6. Date Exerc       |                    | 7. Titl                            |                                        | 8. Price of                          | 9. Nu                                                             |
|--------------------------------------|-----------------------------------------------------------------|---------------------|-----------------------------------------|--------------------------------|------------------------------------------------------------------------------------------------------------------|---------------------|--------------------|------------------------------------|----------------------------------------|--------------------------------------|-------------------------------------------------------------------|
| Derivative<br>Security<br>(Instr. 3) | Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | (Month/Day/Year)    | Execution Date, if any (Month/Day/Year) | Transact<br>Code<br>(Instr. 8) | orNumber<br>of<br>Derivativ<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | <b>:</b>            |                    | Amou<br>Under<br>Securi<br>(Instr. | lying                                  | Derivative<br>Security<br>(Instr. 5) | Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|                                      |                                                                 |                     |                                         | Code V                         | (A) (D)                                                                                                          | Date<br>Exercisable | Expiration<br>Date | Title                              | Amount<br>or<br>Number<br>of<br>Shares |                                      |                                                                   |

### **Reporting Owners**

| Reporting Owner Name / Address | Relationships |           |           |       |  |  |
|--------------------------------|---------------|-----------|-----------|-------|--|--|
| 1                              | Director      | 10% Owner | Officer   | Other |  |  |
| GREEN DAVID                    |               |           |           |       |  |  |
| 84 OCTOBER HILL ROAD           | X             |           | President |       |  |  |
| HOLLISTON, MA 01746            |               |           |           |       |  |  |

#### **Signatures**

**Thomas** 

McNaughton 01/10/2012

\*\*Signature of Person Date

Reporting Person

## **Explanation of Responses:**

- \* 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).
- (1) The shares were disposed of to satisfy Mr. Green's tax withholding obligation in connection with deferred stock awards granted to Mr. Green on June 4, 2010 and June 2, 2011 both of which vested in part on January 1, 2012.
- Includes (a) a deferred stock award of 66,800 restricted stock units which vest in equal installments on January 1, 2013 and January 1, 2014; (b) a deferred stock award of 40,312 restricted stock units which vest in equal installments on January 1, 2013; January 1, 2014 and January 1, 2015; and (c) 1,389,438 shares of common stock held by Mr. Green.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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