

Sun Yong
 Form 4
 August 15, 2018

FORM 4

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

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 OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Sun Yong

2. Issuer Name and Ticker or Trading Symbol
HARVARD BIOSCIENCE INC [HBIO]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
08/14/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP - Commercial Operations

C/O HARVARD BIOSCIENCE, INC., 84 OCTOBER HILL ROAD
 (Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

HOLLISTON, MA 01746

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	08/14/2018		M		50,000	A	\$ 4.31
Common Stock	08/14/2018		F		37,588	D	\$ 6.65
					(2)		
					(1)		
					(3)		

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

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SEC 1474
 (9-02)

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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 Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock option (right to buy)	\$ 4.31	08/14/2018		M	50,000 (4)	(5)	11/18/2023	Common Stock, par value \$0.01 per share	100,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sun Yong C/O HARVARD BIOSCIENCE, INC. 84 OCTOBER HILL ROAD HOLLISTON, MA 01746			VP - Commercial Operations	

Signatures

/s/ Chad Porter, by power of attorney 08/15/2018

__Signature of Reporting Person

Date

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) Includes (a) a deferred stock award of 22,500 restricted stock units which shall vest in four equal installments on January 1, 2019, 2020, 2021 and 2022; (b) a deferred stock award of 81,847 restricted stock units which shall vest in three equal installments on January 1, 2019, 2020 and 2021; (c) a deferred stock award of 44,503 restricted stock units which shall vest in two equal installments on January 1, 2019 and 2020; (d) a deferred stock award of 4,306 restricted stock units which shall vest in full on January 1, 2019; (e) a deferred stock award of 22,500 restricted stock units with performance based vesting conditions, which shall vest in three equal installments on May 24, 2019, May 24, 2020 and May 24, 2021, contingent upon achievement of a performance condition tied to relative total shareholder return; and (f) 124,076 shares of common stock held by the Reporting Person.

(2) Represents the number of shares of common stock that the Reporting Person attested to the ownership thereof in accordance with the Issuer's Third Amended and Restated 2000 Stock Option and Incentive Plan, as amended, in connection with the payment of the option exercise price and taxes. With respect to each option exercise, the Issuer only delivered the net amount of the option shares (after reducing the option shares by the amount of shares subject to such attestation) to the Reporting Person and such attestation shares were not sold by the Reporting Person or delivered to the Issuer. Nevertheless, the SEC deems such exercise and related attestation to be a disposition of shares for purposes of Section 16(a) of the Securities Exchange Act of 1934.

(3)

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Includes (a) a deferred stock award of 22,500 restricted stock units which shall vest in four equal installments on January 1, 2019, 2020, 2021 and 2022; (b) a deferred stock award of 81,847 restricted stock units which shall vest in three equal installments on January 1, 2019, 2020 and 2021; (c) a deferred stock award of 44,503 restricted stock units which shall vest in two equal installments on January 1, 2019 and 2020; (d) a deferred stock award of 4,306 restricted stock units which shall vest in full on January 1, 2019; (e) a deferred stock award of 22,500 restricted stock units with performance based vesting conditions, which shall vest in three equal installments on May 24, 2019, May 24, 2020 and May 24, 2021, contingent upon achievement of a performance condition tied to relative total shareholder return; and (f) 86,488 shares of common stock held by the Reporting Person.

- (4) Represent the exercise of stock options granted pursuant to the Issuer's 2000 Stock Option and Incentive Plan, as amended.
- (5) The option vested in four equal installments on each of November 18, 2014, 2015, 2016 and 2017.

Remarks:

The form is signed under power of attorney.

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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