

UVEGES GEORGE
Form 4
September 11, 2017

FORM 4

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

OMB APPROVAL

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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 *
UVEGES GEORGE

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)

Director 10% Owner
 Officer (give title below) Other (specify below)

207 WILLOW BROOK DRIVE

09/07/2017

(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

WAYLAND, MA 01778-5124

(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. Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned 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	09/07/2017		M		23,720	A	\$ 2.28
Common Stock	09/07/2017		F		16,640 (2)	D	\$ 3.25
Common Stock	09/07/2017		M		22,545	A	\$ 2.59
Common Stock	09/07/2017		F		17,967 (2)	D	\$ 3.25
Common Stock	09/07/2017		M		21,213	A	\$ 2.56

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Common Stock 09/07/2017 F 16,709⁽²⁾ D \$ 3.25 180,882⁽⁷⁾ D

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

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(9-02)

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)	\$ 2.28	09/07/2017		M	<u>23,720</u> ⁽⁸⁾	05/21/2013 05/21/2019	Common Stock, par value \$0.01 per share 23,720
Stock option (right to buy)	\$ 2.59	09/07/2017		M	<u>22,545</u> ⁽⁸⁾	06/04/2014 06/04/2020	Common Stock, par value \$0.01 per share 22,545
Stock option (right to buy)	\$ 2.56	09/07/2017		M	<u>21,213</u> ⁽⁸⁾	06/01/2016 06/01/2022	Common Stock, par value \$0.01 per share 21,213

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

UVEGES GEORGE
207 WILLOW BROOK DRIVE X
WAYLAND, MA 01778-5124

Signatures

/s/ Chad Porter, by power of
attorney

09/11/2017

__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 31,300 restricted stock units which fully vest on the earlier of (i) the date of the Issuer's next Annual Meeting of Stockholders after May 18, 2017, immediately prior to the commencement of such meeting, and (ii) May 18, 2018; (b) a deferred stock award of 11,150 restricted stock units which vest quarterly in equal installments on September 30, 2017 and December 31, 2017; and (c) 145,990 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. 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) Includes (a) a deferred stock award of 31,300 restricted stock units which fully vest on the earlier of (i) the date of the Issuer's next Annual Meeting of Stockholders after May 18, 2017, immediately prior to the commencement of such meeting, and (ii) May 18, 2018; (b) a deferred stock award of 11,150 restricted stock units which vest quarterly in equal installments on September 30, 2017 and December 31, 2017; and (c) 129,350 shares of common stock held by the Reporting Person.

(4) Includes (a) a deferred stock award of 31,300 restricted stock units which fully vest on the earlier of (i) the date of the Issuer's next Annual Meeting of Stockholders after May 18, 2017, immediately prior to the commencement of such meeting, and (ii) May 18, 2018; (b) a deferred stock award of 11,150 restricted stock units which vest quarterly in equal installments on September 30, 2017 and December 31, 2017; and (c) 151,895 shares of common stock held by the Reporting Person.

(5) Includes (a) a deferred stock award of 31,300 restricted stock units which fully vest on the earlier of (i) the date of the Issuer's next Annual Meeting of Stockholders after May 18, 2017, immediately prior to the commencement of such meeting, and (ii) May 18, 2018; (b) a deferred stock award of 11,150 restricted stock units which vest quarterly in equal installments on September 30, 2017 and December 31, 2017; and (c) 133,928 shares of common stock held by the Reporting Person.

(6) Includes (a) a deferred stock award of 31,300 restricted stock units which fully vest on the earlier of (i) the date of the Issuer's next Annual Meeting of Stockholders after May 18, 2017, immediately prior to the commencement of such meeting, and (ii) May 18, 2018; (b) a deferred stock award of 11,150 restricted stock units which vest quarterly in equal installments on September 30, 2017 and December 31, 2017; and (c) 155,141 shares of common stock held by the Reporting Person.

(7) Includes (a) a deferred stock award of 31,300 restricted stock units which fully vest on the earlier of (i) the date of the Issuer's next Annual Meeting of Stockholders after May 18, 2017, immediately prior to the commencement of such meeting, and (ii) May 18, 2018; (b) a deferred stock award of 11,150 restricted stock units which vest quarterly in equal installments on September 30, 2017 and December 31, 2017; and (c) 138,432 shares of common stock held by the Reporting Person.

(8) Represent the exercise of stock options granted pursuant to the Issuer's 2000 Stock Option and Incentive Plan, as amended.

Remarks:

This 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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