

Duchemin Jeffrey
 Form 4
 April 02, 2019

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 *
 Duchemin Jeffrey

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)
 03/07/2019

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

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 or Price		
Common Stock	03/07/2019			A	113,034 (1)	A	\$ 0 793,528 (2) D
Common Stock	03/07/2019			A	56,517 (3)	A	\$ 0 850,045 (4) D

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

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 (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)	\$ 3.79	03/07/2019		A	271,139	(5)	03/07/2029	Common Stock, par value \$0.01 per share	271,139

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Duchemin Jeffrey C/O HARVARD BIOSCIENCE, INC. 84 OCTOBER HILL ROAD HOLLISTON, MA 01746	X		Chief Executive Officer	

Signatures

/s/ Chad Porter, by power of attorney
Date: 04/02/2019

__Signature of 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) Represents 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.

Includes (a) 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; (b) a deferred stock award of 70,833 restricted stock units which vest in equal installments on January 1, 2020, 2021 and 2022; (c) a deferred stock award of 178,804 restricted stock units which shall vest in equal installments on January 1, 2020 and 2021; (d) a deferred stock award of 72,916 restricted stock units which shall vest on January 1, 2020; (e) a deferred stock award of 94,444 restricted stock units with performance based vesting conditions, which if earned shall vest in equal installments on May 24, 2019, 2020 and 2021, and are contingent upon achievement of a performance condition tied to relative total shareholder return; and (f) 263,497 shares of common stock held by the Reporting Person.

Represents a deferred stock award of 56,517 restricted stock units with performance based vesting conditions. These restricted stock units shall vest in equal installments on March 7, 2020, 2021 and 2022, and are linked to the achievement of a relative total shareholder return of the Issuer's common stock from March 7, 2019 to the earlier of (i) March 7, 2020 or (ii) upon a change of control (measured relative to the NASDAQ Biotechnology index and based on the 20-day trading average price before each such date). The target number of these restricted stock units that may be earned is reported above; the maximum amount is 150% of the number reported.

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- (4) Includes (a) the shares and awards described in footnote (2) above, and (b) the award described in footnote (3) above.
- (5) The options vest in four equal installments on January 1, 2020, 2021, 2022 and 2023.

Remarks:

This form has been 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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