McNaughton Thomas Form 4 June 07, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Expires:

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obligations may continue. See Instruction

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

1(b).

(Last)

(City)

Stock

(Print of	r i ype i	kesponses)

1. Name and Address of Reporting Person * McNaughton Thomas

Symbol

(Middle)

(Zip)

5. Relationship of Reporting Person(s) to

Issuer

HARVARD BIOSCIENCE INC [HBIO]

2. Issuer Name and Ticker or Trading

Director

(Check all applicable)

Chief Financial Officer

C/O HARVARD BIOSCIENCE,

(Street)

(State)

06/02/2011

(First)

06/02/2011

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

X_ Officer (give title below)

10% Owner Other (specify

INC., 84 OCTOBER HILL ROAD

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

D

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

\$0

HOLLISTON, MA 01746

1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securit	ies Acquired sposed of	5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
(Instr. 3)		any	Code	(D)		Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4	4 and 5)	Owned	Indirect (I)	Ownership
						Following	(Instr. 4)	(Instr. 4)
					(4)	Reported		
					(A)	Transaction(s)		
			Code V	Amount	or (D) Price	(Instr. 3 and 4)		
			Code v	Amount	(D) Price			
Common	06/02/2011		A .	25.000	Λ ΦΩ	05 010 (1)	ъ	

25,000 A

A

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.

85,810 (1)

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

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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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Derivative Expiration Date Gecurities (Month/Day/Year) Acquired (A) or Disposed of D) Instr. 3, 4,		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)	\$ 5.64	06/02/2011		A	50,000	<u>(2)</u>	06/02/2021	Common Stock, par value \$0.01 per share	50,000

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

McNaughton Thomas C/O HARVARD BIOSCIENCE, INC. 84 OCTOBER HILL ROAD HOLLISTON, MA 01746

Chief Financial Officer

Signatures

Thomas

McNaughton 06/07/2011

**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).
- Includes (a) a deferred stock award of 50,100 restricted stock units which vest in equal installments on January 1, 2012; January 1, 2013 and January 1, 2014; (b) a deferred stock award of 25,000 restricted stock units which vest in equal installments on January 1, 2012; January 1, 2013; January 1, 2014; and January 1, 2015; and (c) 10,710 shares of common stock held by Mr. McNaughton.
- (2) The options vest in four equal installments on the first four anniversaries on January 1, 2011.

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. 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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