**GREEN DAVID** Form 4 October 31, 2006

### FORM 4

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

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

obligations

may continue.

### 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

See Instruction 1(b).

(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person \* **GREEN DAVID** 

2. Issuer Name and Ticker or Trading Symbol

HARVARD BIOSCIENCE INC

[HBIO]

(Month/Day/Year) 10/27/2006

3. Date of Earliest Transaction

5. Relationship of Reporting Person(s) to

Issuer

below)

\_X\_ Director

X\_ Officer (give title

(Check all applicable)

President

10% Owner

Other (specify

**OMB APPROVAL** 

3235-0287

January 31,

2005

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**OMB** 

Number:

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response...

Estimated average

burden hours per

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

(First)

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

(Middle)

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

| (City)                               | (State) (                               | (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |  |                   |           |               |  |  |   |  |
|--------------------------------------|---|--|--|-------------------|-----------|---------------|--|--|---|--|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year)                            | 3. 4. Securities A. Transaction(A) or Dispose Code (Instr. 3, 4 and (Instr. 8) |                   |           | of (D)        | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |  |
|                                      |   |  |  |                   | (A)<br>or |               | Reported<br>Transaction(s)<br>(Instr. 3 and 4)                   |  |   |  |
| Common<br>Stock                      | 10/27/2006                              |  | Code V   | Amount 70,400 (1) | (D)       | Price \$ 4.75 | 1,399,636  | D  |   |  |
| Common<br>Stock                      | 10/27/2006                              |  | S  | 6,819<br>(1)      | D         | \$<br>4.76    | 1,392,817  | D  |   |  |
| Common<br>Stock                      | 10/27/2006                              |  | S  | 300 (1)           | D         | \$<br>4.77    | 1,392,517  | D  |   |  |
| Common<br>Stock                      | 10/27/2006                              |  | S  | 1,928<br>(1)      | D         | \$<br>4.79    | 1,390,589  | D  |   |  |
| Common<br>Stock                      | 10/27/2006                              |  | S  | 3,228<br>(1)      | D         | \$ 4.8        | 1,387,361  | D  |   |  |

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| Common<br>Stock | 10/27/2006 | S | 203 (1)       | D | \$<br>4.81 | 1,387,158 | D |
|-----------------|------------|---|---------------|---|------------|-----------|---|
| Common<br>Stock | 10/27/2006 | S | 11,785<br>(1) | D | \$<br>4.83 | 1,375,373 | D |
| Common<br>Stock | 10/27/2006 | S | 300 (1)       | D | \$<br>4.85 | 1,375,073 | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 4.<br>Transacti<br>Code<br>(Instr. 8) | 5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |                     | ate                | 7. Titl<br>Amou<br>Under<br>Securi<br>(Instr. | int of<br>lying                        | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) |
|---|---|---|---------------------------------------|---|---------------------|--------------------|---|--|---|
|   |   |   | Code V                                | (A) (D)   | Date<br>Exercisable | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of<br>Shares |   |

# **Reporting Owners**

\*\*Signature of Reporting Person

attorney

| Reporting Owner Name / Address   | Relationships |           |           |       |  |  |  |
|--|---------------|-----------|-----------|-------|--|--|--|
| 200p/2011g (   | Director      | 10% Owner | Officer   | Other |  |  |  |
| GREEN DAVID<br>C/O HARVARD BIOSCIENCE, INC.<br>84 OCTOBER HILL ROAD<br>HOLLISTON, MA 01746 | X             |           | President |       |  |  |  |
| Signatures   |               |           |           |       |  |  |  |
| Bryce Chicoyne, by power of  | 10/31         | 1/2006    |           |       |  |  |  |

Reporting Owners 2

Date

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## **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) Sold pursuant to previously announced stock trading plan established in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934.

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.