

HARVARD BIOSCIENCE INC  
 Form 5/A  
 February 10, 2012

# FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer	
GRAZIANO CHANE			HARVARD BIOSCIENCE INC [HBIO]		(Check all applicable)	
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)		<input checked="" type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
84 OCTOBER HILL ROAD			12/31/2011		<input checked="" type="checkbox"/> Officer (give title below)	<input type="checkbox"/> Other (specify below)
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)		Chief Executive Officer	
HOLLISTON, MA 01746			01/27/2012		6. Individual or Joint/Group Reporting (check applicable line)	
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Form Filed by One Reporting Person			
			<input type="checkbox"/> Form Filed by More than One Reporting Person			

**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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	04/13/2011	Â	G <sup>(1)</sup>	1,000,000	D \$ <sup>(1)</sup> 2,340,878	D	Â
Common Stock	05/14/2011	Â	G <sup>(2)</sup>	500,000	D \$ <sup>(2)</sup> 2,340,878	D	Â

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

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SEC 2270 (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)	8. Price of Derivative Security (Instr. 5)	9. Price of Underlying Security (Instr. 5)
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GRAZIANO CHANE 84 OCTOBER HILL ROAD HOLLISTON, MA 01746	X	X	Chief Executive Officer	

## Signatures

Thomas  
McNaughton 02/10/2012

\*\*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) This transaction involved a gift of securities by the reporting person to a trust for the benefit of the reporting person's immediate family. Purchase price is not applicable as this transaction was a bona fide gift.
- (2) This transaction involved a gift of securities by the reporting person to a trust for the benefit of the reporting person's immediate family. Purchase price is not applicable as this transaction was a bona fide gift.
- (3) Includes (a) a deferred stock award of 100,200 restricted stock units which vest in equal installments on Jan 1, 2012, Jan 1, 2013 and Jan 1, 2014; (b) a deferred stock award of 53,750 restricted stock units which vest in equal installments on Jan 1, 2012, Jan 1, 2013, Jan 1, 2014 and Jan 1, 2015; and (c) 2,186,928 shares of common stock held by Mr. Graziano.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.