Harvard Apparatus Regenerative Technology, Inc.
Form 4
March 20, 2014

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
GREEN DAVID

(Last) (First) (Middle)

C/O HARVARD APPARATUS REGENERATIVE, TECHNOLOGY, INC. 84 OCTOBER HILL ROAD

(Street)

HOLLISTON, MA 01746-1371

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Harvard Apparatus Regenerative Technology, Inc. [HART]

3. Date of Earliest Transaction (Month/Day/Year)
03/17/2014

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chief Executive Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ 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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/17/2014		M		12,261	A	$ 8.2	347,663 (1)	D	
Common Stock								75,000	I	David Green 2013 Annuity Trust
Common Stock	03/17/2014		F		9,404 (2)	D	$ 10.69	338,259 (3)	D	

Common Stock		75,000	I	David Green 2013 Annuity Trust

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

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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)	$ 8.2	03/17/2014		M			12,261	11/01/2013[(4)]	03/25/2014	Common Stock, par value $0.01 per share	12,261

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GREEN DAVID C/O HARVARD APPARATUS REGENERATIVE TECHNOLOGY, INC. 84 OCTOBER HILL ROAD HOLLISTON, MA 01746-1371	X		Chief Executive Officer	

Signatures

/s/ David Green	03/20/2014
**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 743 restricted stock units which vest on January 1, 2015; (b) a deferred stock award of 2,454 restricted stock units which vest in equal installments on January 1, 2015 and January 1, 2016; (c) a deferred stock award of 1,725 restricted stock units which vest in equal installments on January 1, 2015, January 1, 2016, and January 1, 2017; and (d) 342,741 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 2013 Equity Incentive Plan, as amended, in connection with the payment of the option exercise price and related withholding taxes. 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 743 restricted stock units which vest on January 1, 2015; (b) a deferred stock award of 2,454 restricted stock units which vest in equal installments on January 1, 2015 and January 1, 2016; (c) a deferred stock award of 1,725 restricted stock units which vest in equal installments on January 1, 2015, January 1, 2016, and January 1, 2017; and (d) 333,337 shares of common stock held by the Reporting Person.

(4) This option was fully exerciseable upon its issuance on November 1, 2013. The option was acquired on November 1, 2013 by the Reporting Person in connection with the spin-off of such date of the Issuer by Harvard Bioscience, Inc. and related adjustment to the existing options held by the Reporting Person and issued by Harvard Bioscience, Inc. Such option issued by Harvard Bioscience, Inc. vested in four equal installments on January 1, 2005, 2006, 2007 and 2008.

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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