HARRIS & HARRIS GROUP INC /NY/

Form 4

September 06, 2007

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

OMB Number:

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

obligations

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

may continue. See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Andreev Alexei A

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

HARRIS & HARRIS GROUP INC /NY/ [TINY]

(Check all applicable)

Executive Vice President

Expires:

response...

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

(Middle) (Last) (First)

(Month/Day/Year) 09/04/2007

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

HARRIS & HARRIS GROUP, 111

(Street)

WEST 57TH STREET

4. If Amendment, Date Original

3. Date of Earliest Transaction

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

NEW YORK, NY 10019

(City)	(State)	(Zip) Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 3, 4 and 5)) (Instr. 8) (A)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	09/04/2007		M	5,400	A	\$ 10.11	15,428	D	
Common Stock	09/04/2007		S <u>(1)</u>	100	D	\$ 10.29	15,328	D	
Common Stock	09/04/2007		S	300	D	\$ 10.3	15,028	D	
Common Stock	09/04/2007		S	100	D	\$ 10.31	14,928	D	
Common Stock	09/04/2007		S	200	D	\$ 10.32	14,728	D	

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Common Stock	09/04/2007	S	600	D	\$ 10.33	14,128	D
Common Stock	09/04/2007	S	300	D	\$ 10.35	13,828	D
Common Stock	09/04/2007	S	200	D	\$ 10.36	13,628	D
Common Stock	09/04/2007	S	1,200	D	\$ 10.37	12,428	D
Common Stock	09/04/2007	S	200	D	\$ 10.38	12,228	D
Common Stock	09/04/2007	S	106	D	\$ 10.39	12,122	D
Common Stock	09/04/2007	S	1,320	D	\$ 10.4	10,802	D
Common Stock	09/04/2007	S	274	D	\$ 10.41	10,528	D
Common Stock	09/04/2007	S	200	D	\$ 10.42	10,328	D
Common Stock	09/04/2007	S	300	D	\$ 10.43	10,028	D
Common Stock	09/04/2007	M	32	A	\$ 10.11	10,060	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)

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. Transactic Code (Instr. 8)	5. Number conf 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
	\$ 10.11	09/04/2007		M		5,400	06/26/2007	06/26/2008		5,400

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Common Employee Stock Stock Option (Right to Buy) **Employee** Stock Common \$ 10.11 32 06/26/2007 06/26/2008 32 Option 09/04/2007 M Stock (Right to Buy)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Andreev Alexei A

HARRIS & HARRIS GROUP 111 WEST 57TH STREET

NEW YORK, NY 10019

Executive Vice President

Signatures

/s/ Carmen DeForest by Power of Attorney 09/06/2007

**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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 22, 2007.
- (2) 89,600 options vested on 6/26/2007 and 95,000 options will vest on 12/26/2007.
- (3) 89,568 options vested on 6/26/2007 and 95,000 options will vest on 12/26/2007.

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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