

HARRIS & HARRIS GROUP INC /NY/
 Form 4
 August 16, 2007

FORM 4

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

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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 HARRIS CHARLES E/NY

2. Issuer Name and Ticker or Trading Symbol
 HARRIS & HARRIS GROUP INC /NY/ [TINY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

Chairman and CEO

111 WEST 57TH STREET, SUITE 1100

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

6. Individual or Joint/Group Filing(Check Applicable Line)

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

NEW YORK, NY 10019

(City) (State) (Zip)

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 Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	08/14/2007		M			10,400	A	\$ 10.11	40,095	D	
Common Stock	08/14/2007		S ⁽¹⁾			800	D	\$ 10.52	39,295	D	
Common Stock	08/14/2007		S ⁽¹⁾			600	D	\$ 10.54	38,695	D	
Common Stock	08/14/2007		S ⁽¹⁾			200	D	\$ 10.55	38,495	D	
Common Stock	08/14/2007		S ⁽¹⁾			200	D	\$ 10.5575	38,295	D	

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Common Stock	08/14/2007	<u>S(1)</u>	100	D	\$ 10.58	38,195	D
Common Stock	08/14/2007	<u>S(1)</u>	400	D	\$ 10.62	37,795	D
Common Stock	08/14/2007	<u>S(1)</u>	200	D	\$ 10.63	37,595	D
Common Stock	08/14/2007	<u>S(1)</u>	100	D	\$ 10.64	37,495	D
Common Stock	08/14/2007	<u>S(1)</u>	300	D	\$ 10.6525	37,195	D
Common Stock	08/14/2007	<u>S(1)</u>	34	D	\$ 10.67	37,161	D
Common Stock	08/14/2007	<u>S(1)</u>	600	D	\$ 10.69	36,561	D
Common Stock	08/14/2007	<u>S(1)</u>	100	D	\$ 10.6975	36,461	D
Common Stock	08/14/2007	<u>S(1)</u>	366	D	\$ 10.7	36,095	D
Common Stock	08/14/2007	<u>S(1)</u>	100	D	\$ 10.7025	35,995	D
Common Stock	08/14/2007	<u>S(1)</u>	200	D	\$ 10.7075	35,795	D
Common Stock	08/14/2007	<u>S(1)</u>	100	D	\$ 10.71	35,695	D
Common Stock	08/14/2007	<u>S(1)</u>	100	D	\$ 10.7175	35,595	D
Common Stock	08/14/2007	<u>S(1)</u>	700	D	\$ 10.73	34,895	D
Common Stock	08/14/2007	<u>S(1)</u>	600	D	\$ 10.735	34,295	D
Common Stock	08/14/2007	<u>S(1)</u>	1,901	D	\$ 10.74	32,394	D
Common Stock	08/14/2007	<u>S(1)</u>	500	D	\$ 10.745	31,894	D
Common Stock	08/14/2007	<u>S(1)</u>	100	D	\$ 10.76	31,794	D
Common Stock	08/14/2007	<u>S(1)</u>	99	D	\$ 10.77	31,695	D
Common Stock	08/14/2007	<u>S(1)</u>	100	D	\$ 10.8	31,595	D
	08/14/2007	<u>S(1)</u>	200	D	\$ 10.81	31,395	D

Common Stock								
Common Stock	08/14/2007	S ⁽¹⁾	100	D	\$ 10.8125	31,295	D	
Common Stock	08/14/2007	S ⁽¹⁾	31	D	\$ 10.82	31,264	D	
Common Stock	08/14/2007	S ⁽¹⁾	200	D	\$ 10.83	31,064	D	
Common Stock	08/14/2007	S ⁽¹⁾	369	D	\$ 10.85	30,695	D	

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HARRIS CHARLES E/NY 111 WEST 57TH STREET SUITE 1100 NEW YORK, NY 10019	X		Chairman and CEO	

Signatures

/s/ Jackie Matthews by Power of
Attorney

08/16/2007

__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 May 16, 2007.

Remarks:

Multiple Form 4s submitted.

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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