

HARRIS & HARRIS GROUP INC /NY/  
 Form 4  
 July 25, 2002

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, DC 20549**

☐ 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**

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(f) of the Investment Company Act of 1940

OMB APPROVAL  
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(Print or Type Responses)

| 1. Name and Address of Reporting Person*<br><br>Bauman Phillip A.                       |   | 2. Issuer Name <b>and</b> Ticker or Trading Symbol<br><br>Harris & Harris Group, Inc. (TINY) |   |   | 6. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable) |                            |   |  |   |
|---|---|--|---|---|--|----------------------------|---|--|---|
|   |   |  |   |   | <input checked="" type="checkbox"/>  | Director                   | 10% Owner   |  |   |
|   |   |  |   |   |  | Officer (give title below) | Other (specify below)   |  |   |
| (Last) (First) (Middle)<br>One Rockefeller Plaza, Suite 1430                            | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) | 4. Statement for Month/Year<br><br>July 2002   |   | 7. Individual or Joint/Group Filing (Check Applicable Line)       |  |                            |   |  |   |
| (Street)<br>New York, NY 10020  |   | 5. If Amendment, Date of Original (Month/Year)   |   | <input checked="" type="checkbox"/>                               | Form filed by One Reporting Person   |                            |   |  |   |
| (City) (State) (Zip)  | Form filed by More than One Reporting Person                                  |  |   |   |  |                            |   |  |   |
| <b>Table I — Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b> |   |  |   |   |  |                            |   |  |   |
| 1. Title of Security (Instr. 3)   | 2. Transaction Date (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 Month (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  | 7/17/02   | X  | V | 892   | A  | \$2.25                     |   | D  |   |
| Common Stock  | 7/19/02   | X  | V | 1,801   | A  | \$2.25                     |   | D  |   |
| Common Stock  | 7/22/02   | X  | V | 892   | A  | \$2.25                     |   | D  |   |
| Common Stock  | 7/23/02   | X  | V | 1,880   | A  | \$2.25                     | 16,214  | D  |   |
|   |   |  |   |   |  |                            | 5,637   | I  | Milbry C. Polk (Spouse)                               |
|   |   |  |   |   |  |                            | 100   | I  | Adelaide Polk-Bauman (Daughter)                       |
|   |   |  |   |   |  |                            | 100   | I  |   |

|     |   |                                  |
|-----|---|----------------------------------|
|     |   | Milbry Polk-Bauman<br>(Daughter) |
| 100 | I | Mary Polk-Bauman<br>(Daughter)   |

| FORM 4<br>(continued)                           |   | Table II Derivative Securities Acquired, Disposed of, or Beneficially Owned<br>(e.g., puts, calls, warrants, options, convertible securities) |                                |   |  |       |  |   |                            |  |  |  |   |
|---|---|---|--------------------------------|---|--|-------|--|---|----------------------------|--|--|--|---|
| 1. Title of Derivative Security                 | 2. Conversion or Exercise Date (Instr. 3) | 3. Transaction Date (Month/Day/Year)  | 4. Transaction Code (Instr. 8) |   | 5. Number of Derivative Securities Acquired or Disposed of (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 Beneficially Owned at End of Month (Instr. 4) | 10. Ownership Form Indirect Ownership Securities Beneficially Owned at End of Month (Instr. 4) | 11. Nature of Beneficial Ownership (Instr. 4) |
|   |   |   | Code                           | V | (A)  | (B)   | Date Expiration (Exercisable Date)                       | Title   | Amount or Number of Shares |  |  |  |   |
| Subscription Rights (\$2.25 Right to Buy)       |   | 7/17/02   | X                              | V |  | 892   | 7/26/02<br>IMMED.  | Common Stock  | 892                        |  | 0  | D  |   |
| Subscription Rights (\$2.25 Right to Buy)       |   | 7/19/02   | X                              | V |  | 1,801 | 7/26/02<br>IMMED.  | Common Stock  | 1,801                      |  | 0  | D  |   |
| Subscription Rights (\$2.25 Right to Buy)       |   | 7/22/02   | X                              | V |  | 892   | 7/26/02<br>IMMED.  | Common Stock  | 892                        |  | 0  | D  |   |
| Subscription Rights (Right to Buy) <sup>1</sup> |   | 7/17/02   | J                              | V |  | 1,880 |  | Common Stock  | 1,880                      |  |  |  |   |
| Subscription Rights (\$2.25 Right to Buy)       |   | 7/23/02   | X                              | V |  | 1,880 | 7/26/02<br>IMMED.  | Common Stock  | 1,880                      |  | 0  | D  |   |

Explanation of Responses: These rights were held by Dr. Bauman's wife, and were transferred to an account held jointly by Dr. Bauman and I

|                                 |               |
|---------------------------------|---------------|
| /s/ Phillip A. Bauman           | July 24, 2002 |
| **Signature of Reporting Person | Date          |

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

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.