

HARRIS & HARRIS GROUP INC /NY/

Form 4

August 16, 2007

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 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 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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(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)
111 WEST 57TH STREET, SUITE
1100

3. Date of Earliest Transaction
(Month/Day/Year)
08/15/2007

☐ Director ☐ 10% Owner
☒ Officer (give title below) Other (specify below)
Chairman and CEO

(Street)
NEW YORK, NY 10019

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

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Common Stock	08/15/2007		S ⁽¹⁾		200	D \$ 10.6975	31,779	D	
Common Stock	08/15/2007		S ⁽¹⁾		200	D \$ 10.7	31,579	D	
Common Stock	08/15/2007		S ⁽¹⁾		734	D \$ 10.72	30,845	D	
Common Stock	08/15/2007		S ⁽¹⁾		500	D \$ 10.75	30,345	D	
Common Stock	08/15/2007		M		421	D \$ 10.11	30,766	D	

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Common Stock	1,039,559	I	Owned by wife.
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. 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
Employee Stock Option (Right to Buy)	\$ 10.11	08/15/2007		M		9,600		06/26/2007	06/26/2008	Common Stock	9,600
Employee Stock Option (Right to Buy)	\$ 10.11	08/15/2007		M		3,134		06/26/2007	06/26/2009	Common Stock	3,134
Employee Stock Option (Right to Buy)	\$ 10.11	08/15/2007		M		421		06/26/2006	06/26/2016	Common Stock	421

Reporting Owners

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

NEW YORK, NY 10019

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.
- (2) Options will vest on 12/26/07.
- (3) 13,333 options will vest on 6/26/08, and 13,333 options will vest on 6/26/09.
- (4) 221,530 options vested on 12/26/06, 238,820 options vested on 6/26/07, and 239,891 options will vest on 6/26/09.

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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