

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

FORM 8-K

Current Report Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported):

July 5, 2006

HARRIS & HARRIS GROUP, INC.

(Exact name of registrant as specified in its charter)

New York 0-11576 13-3119827
(State or other jurisdiction (Commission File Number) (I.R.S. Employer
of incorporation) Identification No.)

111 West 57th Street
New York, New York 10019

(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: (212) 582-0900

<page>

Item 8.01. Other Events.

Effective as of July 5, 2006, the Board of Directors of Harris & Harris Group, Inc. has terminated The Bank of New York as transfer agent of the Company and has appointed American Stock Transfer & Trust Company as the new transfer agent.

Shareholders may contact the new transfer agent as follows:

American Stock Transfer & Trust Company
Shareholder Relations
59 Maiden Lane ? Plaza Level
New York, NY 10038
PH: 800-937-5449
Fax: 718-236-2641
Email: info@amstock.com

2

<page>

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: July 5, 2006

HARRIS & HARRIS GROUP, INC.

By: /s/ Douglas W. Jamison

Douglas W. Jamison
Chief Financial Officer