

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 10-Q/A

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 1996
or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File Number 0-11576

Harris & Harris Group, Inc.

(Exact name of registrant as specified in its charter)

New York

13-3119827

(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer
Identification No.)

One Rockefeller Plaza
Suite 1430
New York, New York 10020

(Address of principal executive offices)

(212) 332-3600

(Registrant telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports
required to be filed by section 13 or 15(d) of the Securities Exchange Act of
1934 during the preceding 12 months (or for such shorter period that the
registrant was required to file such reports) and (2) has been subject to such
filing requirements for the past 90 days. Yes No

Indicate the number of shares outstanding of each of the issuer's classes of
common stock, as of the latest practicable date. The number of shares of
common stock, par value \$.01 per share, outstanding on November 13, 1996 was
10,442,682.

The prior filing of the Form 10-Q for the period ending September 30, 1996
misstated the number of shares outstanding.

SIGNATURE

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

Harris & Harris Group, Inc.

By: /s/ _____
Rachel M. Pernia, Vice President
Treasurer, Controller and Principal
Accounting Officer

Date: November 26, 1996

