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

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934 (Amendment No. 1)*

HARRIS & HARRIS GROUP, INC.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

413833104

(CUSIP Number)

December 31, 2002

(Date of Event Which Requires Filing of This Statement)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP NO. 413833104

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(a) []

SCHEDULE 13G

1 NAME OF REPORTING PERSON S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Edwin S. Marks

###-##-####

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (b) [X]

4	CITIZENSHIP OR PLACE OF ORGANIZATION
4	CHIZENSHIF OK FLACE OF OKUANIZATION

United States

	5	SOLE VOTING POWER	
		301,419 shares	
		6 SHARED VOTING POWER	
BEN	IARES IEFICIALLY	301,419 shares	
BY		7 SOLE DISPOSITIVE POWER	
PE	PORTING RSON	301,419 shares	
W	TTH 8	SHARED DISPOSITIVE POWER	
		301,419 shares	
9	AGGREGAT	Έ AMOUNT BENEFICIALLY OWNED BY EACH REPOR	TING PERSON
		656,834 shares	
		X IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDE [X]	ES CERTAIN
	PERCENT	DF CLASS REPRESENTED BY AMOUNT IN ROW 9	
11	i Ekceliti (5.71%	
		EPORTING PERSON*	
12		IN	
	*SEE	INSTRUCTION BEFORE FILLING OUT!	
]	Page 2 of 19 pages	
CUSI	 P NO. 413833	Page 3 of 19 Pages	
		SCHEDULE 13G	
1		REPORTING PERSON . IDENTIFICATION NO. OF ABOVE PERSON	
		Nancy A. Marks	
		###-###-#####	
2	CHECK TH	E APPROPRIATE BOX IF A MEMBER OF A GROUP* (b) [X]	(a) []
3	SEC USE O	NLY	
4	CITIZENSH	HIP OR PLACE OF ORGANIZATION	

United States

5 SOLE VOTING POWER

				294,412 sł	nares			
		F	6	SHARED V	OTING PC	WER		
BE	HARES NEFICIAL				0			
В		7	y SC	OLE DISPOS	SITIVE PO	WER		
Р	REPORTING PERSON			294,	412 shares			
``	WITH - 8	S SI	HARE	D DISPOSIT	TIVE POW	ER		
				0				
9	AGGRE	GATE	E AMO	UNT BENE	FICIALLY	OWNED B	 Y EACH REPC	RTING PERSON
			294,4	412 shares				
10	CHECK SHARES		IF TH	E AGGREG [X]	ATE AMO	UNT IN RO	 W (9) EXCLUI	DES CERTAIN
 11	PERCE	NT OF	F CLAS	SS REPRES	ENTED BY	AMOUNT	IN ROW 9	
			2.569	%				
12	TYPE (OF REF	PORTI	ING PERSO	N*			
			IN					
		Pag	ge 3 of	19 pages				
	SIP NO. 413		4		Pa	 ge 4 of 19 Pa	ges	
			CHED	OULE 13G				
1				ING PERSO FICATION 1	N	OVE PERSO		
		Ι	Linda F	Katz				
		#	¥## - ##•					
2	CHECK	THE A	APPRO	OPRIATE BO	OX IF A M (b) [X]		A GROUP*	(a) []
3	SEC US							
4	CITIZEI	NSHIP	OR PI	LACE OF O	RGANIZA	ΓΙΟΝ		
					c			
	5			United State				
		s so		United State				
			OLE V	OTING POV 7,668 shares	WER			

11	UMBER OF	6	SHARED VOTING POWER	
	HARES NEFICIALLY		0	
(OWNED		SOLE DISPOSITIVE POWER	
RE	EPORTING	, .	7,668 shares	
	WITH			
	8 S.	HAR	ED DISPOSITIVE POWER	
			0	
9	AGGREGATE	EAM	OUNT BENEFICIALLY OWNED BY EACH REPO	ORTING PERSON
		7,66	58 shares	
10	CHECK BOX SHARES*	K IF T	HE AGGREGATE AMOUNT IN ROW (9) EXCLU [X]	DES CERTAIN
11	PERCENT OI	F CLA	ASS REPRESENTED BY AMOUNT IN ROW 9	
		.07%	⁄ο	
12	TYPE OF RE	POR	TING PERSON*	
		IN		
	*SEE IN	ISTR	UCTION BEFORE FILLING OUT!	
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CUS	SIP NO. 41383310)4	Page 5 of 19 Pages	
CUS			Page 5 of 19 Pages DULE 13G	
 CUS 	S	SCHE	 DULE 13G	
	S NAME OF RE	SCHE EPOR	DULE 13G	
	NAME OF RE S.S. or I.R.S. II	SCHE EPOR' DENT	DULE 13G TING PERSON	
	NAME OF RE S.S. or I.R.S. II	SCHE EPOR DENT Caroly	DULE 13G TING PERSON TIFICATION NO. OF ABOVE PERSON	
	NAME OF RE S.S. or I.R.S. II G	SCHE EPOR DENT Caroly ###-#	DULE 13G TING PERSON TIFICATION NO. OF ABOVE PERSON m Marks	(a) []
 1 2	S NAME OF RE S.S. or I.R.S. II C CHECK THE	SCHE EPOR DENT Caroly ###-# APPF	DULE 13G TING PERSON TIFICATION NO. OF ABOVE PERSON m Marks #-#### ROPRIATE BOX IF A MEMBER OF A GROUP*	(a) []
 1 2	NAME OF RE S.S. or I.R.S. II G	SCHE EPOR DENT Caroly ###-# APPF	DULE 13G TING PERSON TIFICATION NO. OF ABOVE PERSON m Marks #-#### ROPRIATE BOX IF A MEMBER OF A GROUP* (b) [X]	(a) []
 1 2	S NAME OF RE S.S. or I.R.S. II C CHECK THE SEC USE ONI	EPOR DENT Caroly ###-# APPF	DULE 13G TING PERSON TIFICATION NO. OF ABOVE PERSON m Marks #-#### ROPRIATE BOX IF A MEMBER OF A GROUP* (b) [X]	(a) []
1 2 3	S NAME OF RE S.S. or I.R.S. II C CHECK THE SEC USE ONI	EPOR DENT Caroly ###-# APPF	DULE 13G TING PERSON TIFICATION NO. OF ABOVE PERSON m Marks #-#### ROPRIATE BOX IF A MEMBER OF A GROUP* (b) [X]	(a) []
1 2 3	S NAME OF RE S.S. or I.R.S. II C CHECK THE SEC USE ONI CITIZENSHIF	EPOR Caroly ###-# APPF LY	DULE 13G TING PERSON TIFICATION NO. OF ABOVE PERSON m Marks #-#### ROPRIATE BOX IF A MEMBER OF A GROUP* (b) [X] PLACE OF ORGANIZATION	(a) []
1 2 3	S NAME OF RE S.S. or I.R.S. II C CHECK THE SEC USE ONI CITIZENSHIF	EPOR Caroly ###-# APPF LY	DULE 13G TING PERSON TFICATION NO. OF ABOVE PERSON TA Marks #-#### ROPRIATE BOX IF A MEMBER OF A GROUP* (b) [X] PLACE OF ORGANIZATION United States VOTING POWER	(a) []
1 1 2 3 4	SEC USE ONI CITIZENSHIP	SCHE EPOR Caroly ###-# APPF LY POR SOLE	DULE 13G TING PERSON TFICATION NO. OF ABOVE PERSON 'n Marks #-#### ROPRIATE BOX IF A MEMBER OF A GROUP* (b) [X] PLACE OF ORGANIZATION United States VOTING POWER 15,001 shares	(a) []
1 1 2 3 4 N S	SEC USE ONI CITIZENSHIP	SCHE EPOR Caroly ###-# APPF LY POR SOLE 6	DULE 13G TING PERSON TFICATION NO. OF ABOVE PERSON TA Marks #-#### ROPRIATE BOX IF A MEMBER OF A GROUP* (b) [X] PLACE OF ORGANIZATION United States VOTING POWER	(a) []

BY EACH	
REPORTING PERSON WITH	15,001 shares
	3 SHARED DISPOSITIVE POWER
	0
9 AGGRE	GATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	15,001 shares
10 CHECK SHARES	BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN [X]
11 PERCE	NT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
	.13%
12 TYPE (OF REPORTING PERSON*
	IN
*5	EE INSTRUCTION BEFORE FILLING OUT!
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CUSIP NO. 413	833104 Page 6 of 19 Pages
	SCHEDULE 13G
	OF REPORTING PERSON R.S. IDENTIFICATION NO. OF ABOVE PERSON
	Carl Marks & Co. Inc.
	13-3146265
2 CHECK	THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [] (b) [X]
3 SEC US	E ONLY
4 CITIZE	NSHIP OR PLACE OF ORGANIZATION
	New York
	5 SOLE VOTING POWER
	38,334 shares
NUMBER O	F 6 SHARED VOTING POWER
BENEFICIAL OWNED	
	7 SOLE DISPOSITIVE POWER
PERSON	38,334 shares

V	WITH		SHARED DISPOSITIVE POWER
			0
9			ATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
	PER	SON	38,334 shares
10		IECK BO ARES*	OX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN [X]
 11			OF CLASS REPRESENTED BY AMOUNT IN ROW 9
			.33%
12	TY	PE OF F	REPORTING PERSON*
			СО
		*SEE	E INSTRUCTION BEFORE FILLING OUT!
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CUS	SIP NO	0. 413833 	3104 Page 7 of 19 Pages
			SCHEDULE 13G
PRE	LIMIN	NARY N	IOTE
) STATEMENT IS BEING FILED ON BEHALF OF EDWIN S. MARKS, NANCY A. IARKS & CO. INC., LINDA KATZ AND CAROLYN MARKS.
[TE]	M 1.		
	(a)		of Issuer:
		На	arris & Harris Group, Inc.
	(b)	Addres	ss of Issuer's Principal Executive Offices:
		Ro	ne Rockefeller Plaza ockefeller Center ew York, New York 10020
ITEI	M 2.		
	(a)	Name o	of Persons Filing:
		Ed	dwin S. Marks, Nancy A. Marks, Carl Marks & Co.
			c., Linda Katz and Carolyn Marks
	(b)	Addres	ss of Principal Business Office or, if none, Residence:

The principal business office of each Reporting Person is:

135 East 57th Street 27th Floor New York, NY 10022 (c) Citizenship:

Edwin S. Marks:	United States
Nancy A. Marks:	United States
Linda Katz:	United States
Carolyn Marks:	United States
Carl Marks & Co. Inc	: New York

(d) Title of Class of Securities:

Common Stock

(e) CUSIP Number:

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SCHEDULE 13G

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULE 13d-1(b) OR (c), OR 13D-2(b), CHECK WHETHER THE PERSON FILING IS A:

NOT APPLICABLE

- (a) [] Broker or Dealer registered under Section 15 of the Act
- (b) [] Bank as defined in section 3(a)(6) of the Act
- (c) [] Insurance Company as defined in section 3(a)(19) of the Act
- (d) [] Investment Company registered under section 8 of the Investment Company Act
- (e) [] Investment Adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) [] Employee Benefit Plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) [] Parent Holding Company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) [] A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C.ss.1813);
- [] A church plan that is excluded from the definition of investment company under Section 3(c)(14) of the Investment Company Act of 1940;
- (j) [] Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

ITEM 4. OWNERSHIP

a.	Amount beneficially owned:	656,834	
	(i) Edwin S. Marks	301,419	
	(ii) Nancy A. Marks	294,412	
	(iii) Carl Marks & Co. Inc.	38,334	
	(iv) Linda Katz	7,668	
	(v) Carolyn Marks	15,001	
b.	Percent of class: 5.71%		

- c. Number of shares:
 - (i) Sole power to vote or direct vote:

Edwin S. Marks301,419Nancy A. Marks294,412Carl Marks & Co. Inc.38,334Linda Katz7,668Carolyn Marks15,001

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SCHEDULE 13G

(ii) Shared Power to vote or direct vote:

Edwin S. Marks355,415All other Reporting Persons0

- (iii) Sole power to dispose or to direct disposition of: Same response as (c)(i) above.
- (iv) Shared power to dispose or direct the disposition of:

Same response as (c)(ii) above.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

NOT APPLICABLE

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

NOT APPLICABLE

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON.

NOT APPLICABLE

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

NOT APPLICABLE

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

NOT APPLICABLE

ITEM 10. CERTIFICATIONS

SEE ATTACHED CERTIFICATIONS

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SCHEDULE 13G

CERTIFICATION

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not being held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

/s/ Edwin S. Marks

Edwin S. Marks

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SCHEDULE 13G

CERTIFICATION

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not being held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

/s/ Nancy A. Marks

Nancy A. Marks

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SCHEDULE 13G

CERTIFICATION

By signing below the undersigned certifies that, to the best of its knowledge and belief, the securities referred to above were not acquired and are not being held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Carl Marks & Co. Inc.

By: /s/David Shnitkin

Name: David Shnitkin Title: Controller CUSIP NO. 413833104

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SCHEDULE 13G

CERTIFICATION

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not being held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

/s/ Linda Katz

-----Linda Katz

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SCHEDULE 13G

CERTIFICATION

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not being held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

/s/ Carolyn Marks

Carolyn Marks

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SCHEDULE 13G

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

/s/ Edwin S. Marks

Edwin S. Marks

Dated: February 11, 2003

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SCHEDULE 13G

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

/s/ Nancy A. Marks Nancy A. Marks

Dated: February 11, 2003

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SCHEDULE 13G

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

CARL MARKS & CO. INC.

By: /s/ David Shnitkin

Name: David Shnitkin Title: Controller

Dated: February 11, 2003

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SCHEDULE 13G

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

/s/ Linda Katz

Linda Katz

Dated: February 11, 2003

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SCHEDULE 13G

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

/s/ Carolyn Marks

Carolyn Marks

Dated: February 11, 2003

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