

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* Mayer Glenn E. | | 2. Issuer Name and Ticker or Trading Symbol Harris & Harris Group, Inc. (TINY) | | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below) | | | | | |
| (Last) (First) (Middle) One Rockefeller Plaza, Suite 1430 | | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) | | 4. Statement for Month/Year July 2002 | | 7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | | | |
| (Street) New York, NY 10020 | | | | 5. If Amendment, Date of Original (Month/Year) | | | | | |
| (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) | 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 | 7/19/02 | X | V | 17,000 | A | \$2.25 | 100,000 | D | |
| Common Stock | 1995 | J | | 2,000 | A | | | D | |

¹ These shares were previously held in the name of Mr. Mayer's wife and, since 1995, they have been held jointly in the name of Mr. Mayer and his wife.

| FORM 4 (continued) | | 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) | 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) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4) | 10. Ownership Form of Derivative Securities Beneficially Owned at End of Month (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | Code | V | | (A) | (D) | Date Exercisable | Expiration Date | | | | |
| Subscription Rights (Right to Buy) | \$2.25 | 7/19/02 | X | V | 17,000 | IMMED. | 7/26/02 | Common Stock | 17,000 | | 0 | D | |

Explanation of Responses:

/s/ Glenn E. Mayer

July 19, 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.