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

| OMB APPROVAL | | | | | | |
|--------------------------|-----------|--|--|--|--|--|
| DMB Number: | 3235-0287 | | | | | |
| Estimated average burden | | | | | | |
| ours per respon | se 0.5 | | | | | |

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 or Section 30(h) of the Investment Company Act of 1940

| Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of 2. Derivative Conversion Date Price of Derivative Security Price of Derivative Security Security Security Security Security Securities Acquired (A) or Disposed of (D) (Instr. 8) Amount of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3) A, and 5) Date Exercisable Expiration Title of Number of Shares Date Securities Amount of Shares Date Securities Amount of Shares Date Securities Amount of Shares Date Securities Shares Date Shar | Print or Ty | pe Response | es) | | | | | | | | | | | | | | | |
|--|------------------------|---|---------------|----------------------|--|--|---|---|--------------------|------------------------------------|------------------------------|---------------------------------------|--|------------------------|--|---|--|-----------------------------------|
| Common Stock | | | | Person * | | | | | | | | ΓΙΝΥ] | | (Che | - | cable) | | |
| NEW YORK, NY 10018 Security Cap Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owner (Instr. 3) Date Securities Securit | | | | | | 3. Date of Earliest Transaction (Month/Day/Year) | | | | | | | | | w) | | | w) |
| Table of Security (Instr. 3) 2. Transaction Date (Instr. 4) Date (Instr. 3) Date (Instr. 4) D | | | | 4. If | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | | | | | _X_Form filed by One Reporting Person | | | | | | |
| 1. Title of Security (Instr. 3) 2. Transaction Date (Execution Date, if (Month/Day/Year) (Month/Day/Year) (Month/Day/Y | | | | (Zip) | | Ta | ble I - I | Non- | Der | ivative S | ecuritie | es Acau | ired. Dispo | osed of, or l | Beneficially | v Owne | d | |
| Common Stock Co | | Security | | Date | Execu any | Deemed ution Date, if | 3. Tran Code (Instr. | nsact | ion | 4. Secur (A) or D (Instr. 3, | ities Accisposed 4 and 5 | quired of (D) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) | | | 6. Owner Form: Direct or Ind (I) | rship of Bo (In the contract) | Indirect eneficial wnership |
| Common Stock Common Stock Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of 2. Oversion Date or Exercise (Month/Day/Year) Price of Privative Price of Privative Security (Month/Day/Year) (Instr. 3) Price of Observative Securities Acquired (A) or Disposed of (D) (Instr. 3) (Instr. 4) Table II - Derivative Securities Acquired (A) or Disposed of, or Beneficially Owned (Month/Day/Year) (Instr. 3) (Instr. 3) (Month/Day/Year) (Instr. 3) Date Securities (Month/Day/Year) (Instr. 3) (Instr. 4) Table II - Derivative Securities Acquired (A) or Disposed of, or Beneficially Owned (Month/Day/Year) (Instr. 3) (Instr. 4) Table II - Derivative Securities Acquired (A) or Disposed of, or Beneficially Owned (Month/Day/Year) (Instr. 3) (Month/Day/Year) (Instr. 3) (Month/Day/Year) (Instr. 3) (Month/Day/Year) (Instr. 3) (Instr. 4) Table II - Derivative Securities Acquired (A) or Disposed of or Exercise (Month/Day/Year) (Instr. 3) (Month/Day/Year) (Instr. 3) (Instr. 4) (Instr. 4) (Instr. 4) | Common | Stock | | 08/14/2014 | | | P | | | 1,767 | A | \$ 3.1282 | 63,422 | | | D | | |
| Common Stock 100 | Common | Stock | | | | | | | | | | | 5,637 | | | I | W | /ife |
| Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Title of 2 | Common | Stock | | | | | | | | | | | 100 | | | I | as cu fo | istodian or |
| Table II - Derivative Securities Acquired (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative Securities Of Derivative Security Price of Derivative Security Security Security Security Security Security Security Security Security Securities Acquired (A) or Disposed of of Derivative Security Securities Acquired (A) or Disposed of of Disposed of of Derivative Securities Acquired (A) or Disposed of of Derivative Securities Acquired (A) or Disposed of of Disposed of of Derivative Securities Acquired (A) or Disposed of of Derivative Securities Acquired (A) or Disposed of OD (Instr. 3) A, and 5) Date Expiration Title Date Expiration Title Number of Shares Securities Amount of Date OD (Instr. 4) Securities Acquired (Instr. 4) Securities Owned Securities Owned Securities Acquired Owned Securities Owne | Common | Stock | | | | | | | | | | | 100 | | | I | D | aughter |
| 1. Title of Derivative Conversion Date Code (Instr. 3) Price of Derivative Security Security Covering (Instr. 3) Price of Derivative Security Security Covering (Instr. 3) Price of Derivative Security Security Covering (Instr. 4) Covering (Instr. 5) Covering (Instr. 4) Covering (Instr. 5) Covering (Instr. 4) Covering (Instr. 4) Covering (Instr. 5) Covering (Instr. 4) Covering (Instr. 5) Covering (Instr. 5) Covering (Instr. 4) Covering (Instr. 4) Covering (Instr. 4) Covering (Instr. 5) Covering (Instr. 4) Covering (Instr. 4) Covering (Instr. 4) Cove | | Report on a | separate line | for each class of se | curities | beneficially | owned | ļ | Pers | sons wh | n this f | orm a | re not req | uired to re | spond ur | less | SEC | 1474 (9-02) |
| 1. Title of Derivative Conversion Date Conversion Security (Instr. 3) Price of Derivative Security (Instr. 3) Price of Derivative Security (Instr. 3) Price of Derivative Security (Instr. 3) Price of Derivative Security (Instr. 3) Price of Derivative Security (Instr. 3) Price of Derivative Security (Instr. 3) Price of Derivative Security (Instr. 3) Price of Derivative Security (Instr. 3) Price of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) (Instr. 3) Price of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) (Instr. 4) Price of Derivative Securities (Instr. 5) Price of Derivative Securities (Instr. 4) (Instr. 4) Price of Derivative Securities (Instr. 5) Price of Derivative Securities (Instr. 4) (Instr. 4) Price of Derivative Securities (Instr. 5) (Instr. 4) Price of Derivative Securities (Instr. 4) (Instr. 4) Price of Derivative Securities (Instr. 4) (Instr. 4) Price of Derivative Securities (Instr. 5) (Instr. 5) Derivative Securities (Instr. 5) (Instr. 4) Price of Derivative Securities (Instr. 5) (Instr. 5) Derivative Securities (Instr. 5) (Instr. 6) Derivative Securities (Instr. 5) (Instr. 6) Derivative Securities (Instr. 6) (Instr. 6) Derivative Securities (Instr. 6) (Instr. 6) Derivative Securities | | | | Table II | | | • | | | • | | | • | l | | | | |
| | Derivative Security | Conversion or Exercise Price of Derivative | Date | Execution 1 any | d Date, if | 4. Transaction Code (Instr. 8) | 5. Num of Deriva Securi Acquii (A) or Dispos of (D) (Instr. 4, and | ntive ties red sed 3, 5) | 6. I and (Mo | Date Exer Expirationth/Day. | cisable on Date 'Year) | 7. 7. An Un Sec (In 4) | Fitle and nount of derlying curities str. 3 and Amount or Number of | Derivative Security | Derivative Securities Beneficial Owned Following Reported Transactio | Ov Fo De Se Di or n(s) (I) | vnership rm of rivative curity: rect (D) Indirect | Beneficial |
| ixchol mig Owners | Repor | ting O | wners | | | | | | | | | | | | | | | |

| Barrella Carrella Name / Addition | Relationships | | | | | | | |
|-----------------------------------|---------------|-----------|---------|-------|--|--|--|--|
| Reporting Owner Name / Address | Director | 10% Owner | Officer | Other | | | | |
| BAUMAN PHILLIP A | | | | | | | | |
| 1450 BROADWAY | X | | | | | | | |
| 24TH FLOOR | Λ | | | | | | | |
| NEW YORK, NY 10018 | | | | | | | | |

Signatures

| /s/ Jackie Matthews by Power of Attorney | 08/15/2014 |
|--|------------|
| **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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

POWER OF ATTORNEY

The undersigned, being a person required to file a statement under Section 16(a) of the Securities Exchange Act of 1934 (the "1934 Act") with respect to Harris & Harris Group, Inc., a New York corporation, hereby authorizes, designates and appoints Jackie Matthews, Carmen DeForest and Patricia N. Egan to act as attorney-in-fact to execute and file statements on Form 3, Form 4 and Form 5 (including Form ID) and any successor forms adopted by the Securities Exchange Commission, as required by the 1934 Act and the Investment Company Act of 1940 and the rules thereunder, and to take such other actions as such attorney-infact may deem necessary or appropriate in connection with such statements, hereby confirming and ratifying all actions that such attorney-in-fact has taken or may take in reliance hereon. This power of attorney shall continue in effect until the undersigned no longer has an obligation to file statements under the section cited above, or until specifically terminated in writing by the undersigned.

IN WITNESS WHEREOF, the undersigned has duly executed this power of attorney on the $29 \mathrm{th}$ day of July 2014.

By: Phillip A. Bauman

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