

OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
 -----  
 OMB NUMBER: 3235-0287  
 EXPIRES: DECEMBER 31, 2001  
 ESTIMATED AVERAGE BURDEN  
 HOURS PER RESPONSE.....0.5

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

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

-----  
 1. Name and Address of Reporting Person\*

Melsheimer, Melvyn P.  
 One Rockefeller Plaza, Suite 1430  
 New York, NY 10020

-----  
 2. Issuer Name and Ticker or Trading Symbol

Harris & Harris Group, Inc. (HHGP)

-----  
 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)

-----  
 4. Statement for Month/Year

August 2001

-----  
 5. If Amendment, Date of Original (Month/Year)

NA

-----  
 6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

Director                       10% Owner  
 Officer (give title below)     Other (specify below)

President, Chief Operating Officer, Chief Financial Officer,  
 Chief Compliance Officer

-----  
 7. Individual or Joint/Group Filing (Check Applicable Line)

Form filed by One Reporting Person

Form filed by More than One Reporting Person

-----  
 Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

-----  
 1. Title of Security (Instr. 3)    2. Trans- action Date (Month/Day/Year)    3. Trans- action Code (Instr. 8)    4. Securities Acquired (A) or Disposed of (D) (Instr. 3,4,& 5)    5. Amount of Securities Beneficially Owned at End of Month (I) (Instr. 3 & 4)(Instr. 4)    6. Ownership Form: Direct (D) or Indirect (I)

1. Title of Security (Instr. 3)	2. Trans- action Date (Month/Day/Year)	3. Trans- action Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3,4,& 5)	5. Amount of Securities Beneficially Owned at End of Month (I) (Instr. 3 & 4)(Instr. 4)	6. Ownership Form: Direct (D) or Indirect (I)
Common Stock	8/16/01	P	8,655 (A)	\$2.46682	
	8/17/01	P	7,098 (A)	\$2.46908	
	8/20/01	P	4,247 (A)	\$2.53329	30,000 (D)

7. Nature of Indirect  
Beneficial Ownership  
(Instr. 4)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\*If this form is filed by more than one reporting person, see Instruction 4(b)(v).

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 (Instr. 3)	3. Transaction Date (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Nature of Transaction (Acquired or Disposed of) (Instr. 3, 4 & 5)	6. Date of Exercise or Expiration (Month/Day/Year) (Instr. 3 & 4)	7. Title and Amount of Underlying Securities (Instr. 3)
--	---	--------------------------------------	--------------------------------	--	---	---

NOT APPLICABLE

8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned at End of Month (Instr. 4)	10. Ownership Form (Direct or Indirect) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
--	---	--	--

NOT APPLICABLE

Explanation of Responses:

/s/Melvyn P. Melsheimer                      August 28, 2001

\*\*\*Signature of Reporting Person                      Date

\*\*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.