

OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 EXPIRES: DECEMBER 31, 2001
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 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

OCTOBER 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)

 Common
 Stock 10/4/01 P 1,000 (A) \$1.7947
 10/5/01 P 3,200 (A) \$1.7649
 10/8/01 P 800 (A) \$1.7600 35,000 (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	3. Transaction Date (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Nature of Transaction (Acquired or Disposed of) (Instr. 3 & 4)	6. Date Exercisable and Expiration Date (Month/Day/Year) (Instr. 3 & 4)	7. Title and Amount of Underlying Securities
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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)
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NOT APPLICABLE

Explanation of Responses:

/s/Melvyn P. Melsheimer October 22, 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.