

FORM 4

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response...	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

(Print or Type Responses)

1. Name and Address of Reporting Person * Forman Sandra Matrick			2. Issuer Name and Ticker or Trading Symbol HARRIS & HARRIS GROUP INC /NY/ [TINY]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ General Counsel		
(Last) 111 WEST 57TH STREET, SUITE 1100	(First) Sandra	(Middle) Matrick	3. Date of Earliest Transaction (Month/Day/Year) 07/02/2007					
(Street) NEW YORK, NY 10019			4. If Amendment, Date Original Filed (Month/Day/Year)			6. 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		
(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)	2A. Deemed Execution Date, if any (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 Following Reported Transaction(s) (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	07/02/2007		M		30,000	A	\$ 10.11	35,852	D	
Common Stock	07/02/2007		S(1)		30,000	D	\$ 11.0978 (2)	5,852	D	
Common Stock	07/02/2007		M		842	A	\$ 10.11	6,694	D	
Common Stock	07/03/2007		M		18,000	A	\$ 10.11	24,694	D	
Common Stock	07/03/2007		S(1)		18,000	D	\$ 11.1745 (3)	6,694	D	
Common Stock	07/03/2007		M		548	A	\$ 10.11	7,242	D	
Common Stock								250	I	Owned by spouse

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

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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)	3A. Deemed Execution Date, if any (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 Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$ 10.11	07/02/2007		M		30,000	06/26/2007	06/26/2008	Common Stock	30,000	\$ 0	80,000 (4)	D	
Employee Stock Option (Right to Buy)	\$ 10.11	07/02/2007		M		842	12/26/2006	06/26/2016	Common Stock	842	\$ 0	82,595 (5)	D	
Employee Stock Option (Right to Buy)	\$ 10.11	07/03/2007		M		18,000	06/26/2007	06/26/2008	Common Stock	18,000	\$ 0	62,000 (6)	D	
Employee Stock Option (Right to Buy)	\$ 10.11	07/03/2007		M		548	12/26/2006	06/26/2016	Common Stock	548	\$ 0	82,047 (7)	D	

Buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Forman Sandra Matrick 111 WEST 57TH STREET SUITE 1100 NEW YORK, NY 10019			General Counsel	

Signatures

/s/ Jackie Matthews by Power of Attorney		07/03/2007
<small>Signature of Reporting Person</small>		<small>Date</small>

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).

(1) The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 22, 2007.

(2) Shares were sold for an average price of \$11.0978 in 17 transactions with share prices ranging from \$11.03 to \$11.24.

(3) Shares were sold for an average price of \$11.1745 in 18 transactions with share prices ranging from \$11.10 to \$11.27.

(4) 25,000 options vested on 6/26/2007, and 55,000 options will vest on 12/26/2007.

(5) 3,467 options vested on 12/26/2006, 9,891 options vested on 6/26/2007 and 69,237 options will vest in equal installments on 6/26/2008, 6/26/2009, 6/26/2010, 6/26/2011, 6/26/2012, 6/26/2013 and 6/26/2014.

(6) 7,000 options vested on 6/26/2007, and 55,000 options will vest on 12/26/2007.

(7) 2,919 options vested on 12/26/2006, 9,891 options vested on 6/26/2007 and 69,237 options will vest in equal installments on 6/26/2008, 6/26/2009, 6/26/2010, 6/26/2011, 6/26/2012, 6/26/2013 and 6/26/2014.

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

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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, Charles E. Harris, or Sandra M. Forman 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-in-fact 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 16th day of May, 2005.

By: /s/ Sandra M. Forman
Sandra M. Forman