# 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	e Responses	)												
1. Name and Address of Reporting Person *- Andreev Alexei A				2. Issuer Name HARRIS & H		~ .		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner						
(Last) (First) (Middle) HARRIS & HARRIS GROUP, 111 WEST 57TH STREET				3. Date of Earlie 09/04/2007	ion (Mo	nth/Day/Y	ear)	X Officer (give title below) Other (specify below)  Executive Vice President						
(Street) NEW YORK, NY 10019				4. If Amendmen	ginal File	ed(Month/D	ay/Year)	6. Individual or Joint/Group Filing(Check Applicable Line)  X_Form filed by One Reporting Person  Form filed by More than One Reporting Person				ne)		
(City) (State) (Zip)					· Non-De	erivative	Securition	ired, Disposed	of, or Bene	eficially Own	ed			
1.Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Ye			Date (Month/Day/Year)		c, if Code (Instr.	(Instr. 8)		rities Acc Disposed , 4 and 5	of (D)	5. Amount of Securities Benefic Owned Following Reported Transaction(s)		ed (	Ownership Form:	7. Nature of Indirect Beneficial
			(Month/Day/Year	ear) Cod	le V	Amoun	(A) or (D)	Price	(Instr. 3 and 4)		(	Direct (D) or Indirect I) Instr. 4)	Ownership (Instr. 4)	
Common	Stock		09/04/2007		M		5,400	A	\$ 10.11	15,428		]	)	
Common	Stock		09/04/2007		S <u>(1</u>	)	100	D	\$ 10.29	15,328		]	)	
Common	Stock		09/04/2007		S		300	D	\$ 10.30	15,028		]	)	
Common	Stock		09/04/2007		S		100	D	\$ 10.31	14,928		]	)	
Common	Stock		09/04/2007		S		200	D	\$ 10.32	14,728		]	)	
Common	Stock		09/04/2007		S		600	D	\$ 10.33	14,128		1	)	
Common	Stock		09/04/2007		S		300	D	\$ 10.35	13,828		]	)	
Common Stock 09/04			09/04/2007		S		200	200 D \$ 13,628			]	)		
Common	Stock		09/04/2007		S		1,200	D	\$ 10.37	12,428		1	)	
Common Stock		09/04/2007		S		200	D	\$ 10.38	12,228		]	)		
Common Stock 09/			09/04/2007		S		106	D	\$ 10.39	112 122		]	)	
Common Stock 09/			09/04/2007		S		1,320	D	\$ 10.40	10,802		1	)	
Common Stock			09/04/2007		S		274	D	\$ 10.41	10,528		]	)	
Common Stock 0			09/04/2007		S		200	D	\$ 10.42	10,328		1	)	
Common Stock 09/			09/04/2007		S		300	D	\$ 10.43	10,028		]	)	
Common	Stock		09/04/2007		М		32	A	\$ 10.11	10,060		]	)	
Reminder: I	Report on a se	eparate line for eac	h class of securities	beneficially ow	ned directl	Pers	ons wh	this fo	rm are	he collection not required valid OMB co	to respon	d unless th		1474 (9-02)
				Derivative Secu						y Owned				
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, it	4. f Transaction Code (Instr. 8)	5. Number	6. Date Expirati	xpiration Date Amo Month/Day/Year) Und Secu			cle and unt of crlying rities : 3 and 4)		9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	Ownersh Form of Derivativ Security Direct (I or Indire	Ownership (Instr. 4) O)

Date

Expiration

Amount

Number

			Code	V	(A)		Exercisable	Date		of Shares				
Employee Stock Option (Right to Buy)	\$ 10.11	09/04/2007	M			5,400	06/26/2007	06/26/2008	Common Stock	5,400	\$ 0	184,600 (2)	D	
Employee Stock Option (Right to Buy)	\$ 10.11	09/04/2007	M			32	06/26/2007	06/26/2008	Common Stock	32	\$ 0	184,568 (3)	D	

## **Reporting Owners**

D	Relationships								
Reporting Owner Name / Address	Director	10% Owner	Officer	Other					
Andreev Alexei A									
HARRIS & HARRIS GROUP			Executive Vice President						
111 WEST 57TH STREET			Executive vice Fresident						
NEW YORK, NY 10019									

### **Signatures**

/s/ Carmen DeForest by Power of Attorney	09/06/2007
**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).
- (1) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 22, 2007.
- (2) 89,600 options vested on 6/26/2007 and 95,000 options will vest on 12/26/2007.
- (3) 89,568 options vested on 6/26/2007 and 95,000 options will vest on 12/26/2007.

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, 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-infact 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 18th day of May, 2005.

By: /s/ Alexei A. Andreev

Alexei A. Andreev