# FORM 4 Check this box if no

may continue. See

Instruction 1(b).

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

OMB APPROVAL
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Reported or Transaction(s) (I)

(Instr. 4)

Amount

Number

or Indirect

(Instr. 4)

longer subject to Section 16. Form 4 or Form 5 obligations

#### 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 Typ   | e Responses   | )                                   |  |   |                  |              |                                    |            |  |   |  |  |  |
|---|---|-------------------------------------|--|---|------------------|--------------|------------------------------------|------------|--|---|--|--|--|
| 1. Name and Address of Reporting Person *- Andreev Alexei A         |   |                                     | 2. Issuer Name and Ticker or Trading Symbol<br>HARRIS & HARRIS GROUP INC /NY/ [TINY] |   |                  |              |                                    |            | 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 Earliest Transaction (Month/Day/Year) 10/01/2007 |                  |              |                                    |            |  | X Officer (give title below) Other (specify below)  Executive Vice President  |  |  |  |
| (Street) NEW YORK, NY 10019   |   |                                     |  | 4. If Amendment, Date Original Filed(Month/Day/Year)        |                  |              |                                    |            |  | 6. Individual or Joint/Group Filing(Check Applicable Line)  Form filed by One Reporting Person Form filed by More than One Reporting Person |  |  |  |
| (City)  |   | (State)                             | (Zip)  |   | Table I - N      | Non-De       | rivative S                         | Securitie  | es Acqui   | ired, Disposed of, or Benef   | icially Owned                                    |  |  |
| 1.Title of Security 2. Transaction Date (Month/Day/Yea              |   |                                     | 2A. Deemed<br>Execution Date<br>any<br>(Month/Day/Ye                                 | c, if Code<br>(Instr. 8)                                    | (Instr. 8)       |              | ities Acq<br>Disposed<br>, 4 and 5 | of (D)     | 5. Amount of Securities Be<br>Owned Following Reported<br>Transaction(s)<br>(Instr. 3 and 4) |   |  |  |  |
|   |   |                                     |  | •   | Code             | V            | Amount                             | (A) or (D) | Price  | ,   | or Ind<br>(I)<br>(Instr.                         | irect (Instr. 4)   |  |
| Common S  | Stock   |                                     | 10/01/2007   |   | М                |              | 5,400                              | A          | \$<br>10.11  | 15,476  | D  |  |  |
| Common S  | Stock   |                                     | 10/01/2007   |   | S <sup>(1)</sup> |              | 104                                | D          | \$<br>10.37  | 15,372  | D  |  |  |
| Common S  | Stock   |                                     | 10/01/2007   |   | S(1)             |              | 696                                | D          | \$<br>10.38  | 14,676  | D  |  |  |
| Common S  | Stock   |                                     | 10/01/2007   |   | S <sup>(1)</sup> |              | 1,800                              | D          | \$<br>10.39  | 12,876  | D  |  |  |
| Common S  | Stock   |                                     | 10/01/2007   |   | S <sup>(1)</sup> |              | 100                                | D          | \$<br>10.40  | 12,776  | D  |  |  |
| Common S  | Stock   |                                     | 10/01/2007   |   | S <sup>(1)</sup> |              | 700                                | D          | \$<br>10.41  | 12,076  | D  |  |  |
| Common S  | Stock   |                                     | 10/01/2007   |   | S <sup>(1)</sup> |              | 66                                 | D          | \$<br>10.42  | 12,010  | D  |  |  |
| Common S  | Stock   |                                     | 10/01/2007   |   | S(1)             |              | 334                                | D          | \$<br>10.44  | 11,676  | D  |  |  |
| Common S  | Stock   |                                     | 10/01/2007   |   | S <sup>(1)</sup> |              | 200                                | D          | \$<br>10.45  | 11,476  | D  |  |  |
| Common S  | Stock   |                                     | 10/01/2007   |   | S <sup>(1)</sup> |              | 68                                 | D          | \$<br>10.47  | 11,408  | D  |  |  |
| Common S  | Stock   |                                     | 10/01/2007   |   | S <sup>(1)</sup> |              | 200                                | D          | \$<br>10.48  | 11,208  | D  |  |  |
| Common S  | Stock   |                                     | 10/01/2007   |   | S <sup>(1)</sup> |              | 700                                | D          | \$<br>10.50  | 10,508  | D  |  |  |
| Common S  | Stock   |                                     | 10/01/2007   |   | S(1)             |              | 32                                 | D          | \$<br>10.51  | 10,476  | D  |  |  |
| Common S  | Stock   |                                     | 10/01/2007   |   | S <sup>(1)</sup> |              | 300                                | D          | \$<br>10.52  | 10,176  | D  |  |  |
| Common S  | Stock   |                                     | 10/01/2007   |   | S <sup>(1)</sup> |              | 100                                | D          | \$<br>10.62  | 10,076  | D  |  |  |
| Common S  | Stock   |                                     | 10/01/2007   |   | М                |              | 42                                 | A          | \$<br>10.11  | 10,118  | D  |  |  |
| Reminder: R   | eport on a se   | eparate line for each               | h class of securities  | beneficially ow   | ned directly     | or indir     | ectly.                             |            |  |   |  |  |  |
|   | -F  | F                                   |  |   |                  | Pers<br>cont | ons who                            | this fo    | rm are   | he collection of informat<br>not required to respond<br>valid OMB control numb  | unless the                                       | SEC 1474 (9-02)  |  |
|   |   |                                     |  | Derivative Secu   |                  | red, Di      | sposed of                          | f, or Ben  | eficially  |   |  |  |  |
| Derivative<br>Security<br>(Instr. 3)                                | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date (Month/Day/Year | 3A. Deemed<br>Execution Date, i  | f Transaction Code<br>r) (Instr. 8)                         | 5. Number 6      | . Date l     |                                    | le and     | 7. Tit<br>Amou<br>Unde<br>Secur  | rlying Security (Instr. 5) E  | Derivative Over Securities Beneficially Owned Se | wnership of Indir<br>brm of Benefic<br>crivative Owners<br>curity: (Instr. 4 |  |

Disposed

Date

Expiration

of (D) (Instr. 3, 4, and 5)

|  |          |            | Code | V | (A) |       | Exercisable | Date       |                 | of<br>Shares |      |             |   |  |
|--|----------|------------|------|---|-----|-------|-------------|------------|-----------------|--------------|------|-------------|---|--|
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 10.11 | 10/01/2007 | M    |   |     | 5,400 | 06/26/2007  | 06/26/2008 | Common<br>Stock | 5,400        | \$ 0 | 173,752 (2) | D |  |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 10.11 | 10/01/2007 | M    |   |     | 42    | 06/26/2007  | 06/26/2008 | Common<br>Stock | 42           | \$ 0 | 173,710 (3) | D |  |

## **Reporting Owners**

| D   | Relationships |                         |                          |  |  |  |  |  |  |
|---|---------------|-------------------------|--------------------------|--|--|--|--|--|--|
| Reporting Owner Name / Address  | Director      | ector 10% Owner Officer |                          |  |  |  |  |  |  |
| Andreev Alexei A<br>HARRIS & HARRIS GROUP<br>111 WEST 57TH STREET<br>NEW YORK, NY 10019 |               |                         | Executive Vice President |  |  |  |  |  |  |

### **Signatures**

| Carmen DeForest by Power of Attorney | 10/02/2007 |
|--------------------------------------|------------|
| **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 adoopted by the reporting person on March 22, 2007.
- (2) 78,752 options vested on 6/26/2007 and 95,000 options will vest on 12/26/2007.
- (3) 78,710 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