| FORM 4 |
|--------|
|--------|

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

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

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response... 0.5

02)

#### 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 of Type Responses)                               |  |   |                    |      |                        |               |   |  |                   |                         |  |
|---|--|---|--------------------|------|------------------------|---------------|---|--|-------------------|-------------------------|--|
| 1. Name and Address of Reporting Pe<br>BAUMAN PHILLIP A | 2. Issuer Name and Ticker or Trading Symbol<br>HARRIS & HARRIS GROUP INC /NY/ [TINY] |   |                    |      |                        |               | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>X Director 10% Owner  |  |                   |                         |  |
| (Last) (First)<br>1111 WEST 57TH STREET, SU             | (Middle)<br>ITE 1100   | 3. Date of Earliest Transaction (Month/Day/Year) 12/31/2003 |                    |      |                        |               |   | Officer (give title below) Other (specify below)   |                   |                         |  |
| (Street)<br>NEW YORK, NY 10019                          | 4. If Amendment, Date Original Filed(Month/Day/Year)                                 |   |                    |      |                        |               | 6. Individual or Joint/Group Filing(Check Applicable Line)<br>_X_Form filed by One Reporting Person<br>Form filed by More than One Reporting Person |  |                   |                         |  |
| (City) (State)  | (Zip)  | Table I - Non-Derivative Securities Acqu                    |                    |      |                        |               | s Acqui   | ired, Disposed of, or Beneficially Owned   |                   |                         |  |
| 1.Title of Security<br>(Instr. 3)                       | Date<br>(Month/Day/Year)   | Execution Date, if  | Code<br>(Instr. 8) | tion | (A) or Disposed of (D) |               | of (D)  | 5. Amount of Securities<br>Beneficially Owned Following<br>Reported Transaction(s)<br>(Instr. 3 and 4) |                   | Beneficial<br>Ownership |  |
|   |  |   | Code               | V    | Amount                 | (A) or<br>(D) | Price   |  | (I)<br>(Instr. 4) | (11150. 4)              |  |
| Common Stock  | 12/31/2003   |   | Р                  |      | 325                    | А             | \$<br>12.22   | 16,539 <u>(1)</u>  | D                 |                         |  |

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

SEC 1474 (9-Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

| ( <i>e.g.</i> , puts, calls, warrants, options, convertible securities) |             |                  |                    |             |       |         |              |                    |        |         |             |                |             |             |
|---|-------------|------------------|--------------------|-------------|-------|---------|--------------|--------------------|--------|---------|-------------|----------------|-------------|-------------|
| 1. Title of   | 2.          | 3. Transaction   | 3A. Deemed         | 4.          | 5. N  | umber   | 6. Date Exer | rcisable           | 7. Tit | tle and | 8. Price of | 9. Number of   | 10.         | 11. Nature  |
| Derivative  | Conversion  | Date             | Execution Date, if | Transaction | of    |         | and Expirati | on Date            | Amo    | unt of  | Derivative  | Derivative     | Ownership   | of Indirect |
| Security  | or Exercise | (Month/Day/Year) | any                | Code        | Der   | ivative | (Month/Day   | /Year)             | Unde   | rlying  | Security    | Securities     | Form of     | Beneficial  |
| (Instr. 3)  | Price of    |                  | (Month/Day/Year)   | (Instr. 8)  | Secu  | urities |              |                    | Secu   | rities  | (Instr. 5)  | Beneficially   | Derivative  | Ownership   |
|   | Derivative  |                  |                    |             | Acq   | uired   |              |                    | (Insti | : 3 and |             | Owned          | Security:   | (Instr. 4)  |
|   | Security    |                  |                    |             | (A)   | or      |              |                    | 4)     |         |             | 0              | Direct (D)  |             |
|   |             |                  |                    |             | Disp  | posed   |              |                    |        |         |             | Reported       | or Indirect |             |
|   |             |                  |                    |             | of (I | D)      |              |                    |        |         |             | Transaction(s) | (I)         |             |
|   |             |                  |                    |             | (Ins  | tr. 3,  |              |                    |        |         |             | (Instr. 4)     | (Instr. 4)  |             |
|   |             |                  |                    |             | 4, ai | 1d 5)   |              |                    |        |         |             |                |             |             |
|   |             |                  |                    |             |       |         |              |                    |        | Amount  |             |                |             |             |
|   |             |                  |                    |             |       |         | Date         | E                  |        | or      |             |                |             |             |
|   |             |                  |                    |             |       |         | Exercisable  | Expiration<br>Date | Title  | Number  |             |                |             |             |
|   |             |                  |                    |             |       |         | Exercisable  | Date               |        | of      |             |                |             |             |
|   |             |                  |                    | Code V      | (A)   | (D)     |              |                    |        | Shares  |             |                |             |             |

# **Reporting Owners**

|  | Relationships |           |         |       |  |  |  |
|--|---------------|-----------|---------|-------|--|--|--|
| Reporting Owner Name / Address   | Director      | 10% Owner | Officer | Other |  |  |  |
| BAUMAN PHILLIP A<br>111 WEST 57TH STREET<br>SUITE 1100<br>NEW YORK, NY 10019 | х             |           |         |       |  |  |  |

### **Signatures**

| Phillip A. Bauman                | 12/31/2003 |
|----------------------------------|------------|
| Signature of Reporting<br>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) Mr. Bauman also owns 5,637 shares indirectly through his wife and 300 shares indirectly through his three daughters.

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.