

OMB APPROVAL

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). OMB NUMBER: 3235-0287 EXPIRES: DECEMBER 31, 2001 ESTIMATED AVERAGE BURDEN 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*

Fletcher, Dugald A 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

February 2002

5. If Amendment, Date of Original (Month/Year)

NA

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

[X] Director [] 10% Owner [] Officer (give title below) [] Other (specify below)

7. Individual or Joint/Group Filing (Check Applicable Line)

[X] 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 2. Transaction Date (Instr. 3) 3. Transaction 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) or Price (Instr. 3 & 4)(Instr. 4) 6. Ownership Form: Direct (D) or Indirect (I)

Common Stock 02/22/02 P 1,380 (A) \$2.1651 8,715 (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 Date (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Transaction Date (Month/Day/Year)	5. Number of Derivative Securities Acquired or Disposed of (Instr. 3 & 4)	6. Date Exercisable and Expiration Date (Instr. 3 & 5)	7. Title of Underlying Securities (Instr. 3 & 4)
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NOT APPLICABLE

8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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NOT APPLICABLE

Explanation of Responses:

/s/Dugald A. Fletcher February 25, 2002

**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.