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

(Print or Type Perponses)

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

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

### 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

1. Name and Address of Report BAUMAN PHILLIP A	2. Issuer Name <b>a</b> HARRIS & HA			0.		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner						
(Last) (First) 111 WEST 57TH STREE	(Middle) T, SUITE 1100	3. Date of Earliest 03/18/2005	Transactio	n (M	onth/Day/	Year)		Officer (give title below) Other (specify below)				
(Street) NEW YORK, NY 10019	4. If Amendment, 03/18/2005	Date Origi	nal F	iled(Month/	Day/Yea	6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person 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 2. Transaction   (Instr. 3) Date   (Month/Day/Year)		Execution Date, if any	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)	Form:	7. Nature of Indirect Beneficial		
		(Month/Day/Year)	Code	v	Amount	(A) or (D)	Price	(Instr. 3 and 4)	Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)		
Common Stock	03/18/2005		Р		488	А	\$ 12.13	18,034	D			
Common Stock								5,637	Ι	Wife		
Common Stock								100	Ι	Daughter		
Common Stock								100	Ι	Daughter		
Common Stock								100	Ι	Daughter		

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

Persons who respond to the collection of information SEC 1contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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

	(e.g., puts, calls, warrants, options, convertible securities)															
	Title of		3. Transaction	3A. Deemed	4.	:	5.		6. Date Exer					9. Number of		11. Nature
Der	rivative	Conversion	Date	Execution Date, if	Transactio	on 1	Numb	ber	and Expirati	on Date	Amou	unt of	Derivative	Derivative	Ownership	of Indirect
Sec	urity	or Exercise	(Month/Day/Year)	any	Code	•	of		(Month/Day	/Year)	Unde	rlying	Security	Securities	Form of	Beneficial
(Ins	str. 3)	Price of		(Month/Day/Year)	(Instr. 8)	]	Deriv	ative			Secur	rities	(Instr. 5)	Beneficially	Derivative	Ownership
		Derivative					Secur	ities			(Instr	. 3 and		Owned	Security:	(Instr. 4)
		Security					Acqui	red			4)			Following	Direct (D)	
							(A) 01	•			,			Reported	or Indirect	
						]	Dispo	sed						Transaction(s)	(I)	
					of (D)							(Instr. 4)	(Instr. 4)			
					(Instr. 3,							, í	· · · ·			
						4, and 5)										
												Amount				
									D.	<b>.</b>		or				
										Expiration	Title	Number				
									Exercisable	Date		of				
					Code	V	(A)	(D)				Shares				

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
BAUMAN PHILLIP A 111 WEST 57TH STREET SUITE 1100 NEW YORK, NY 10019	Х						

## Signatures

\*\*Signature of Reporting Person

03/18/2005

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).

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, 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 17th day of March, 2005.

Dr. Phillip A. Bauman

By: /s/ Phillip A. Bauman