

OMB APPROVAL

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

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 1. Name and Address of Reporting Person\*

Mayer, Glenn E.  
 One Rockefeller Plaza, Suite 1430  
 New York, NY 10020

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 2. Issuer Name and Ticker or Trading Symbol

Harris & Harris Group, Inc. (HHGP)

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 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)

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 4. Statement for Month/Year

February, 2001

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

NA

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

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

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

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

<TABLE>  
 <CAPTION>

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 Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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 <S> <C> <C> <C> <C> <C>  
 1. Title of Security 2. Transaction Date (Month/Day/Year) 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 Indirectly Owned (D) (Instr. 4)  
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 Common  
 stock 2/26/01 P 3,000 (A) \$2.4954 81,000 (D)  
 2,000 (I)

<C>

7. Nature of Indirect Beneficial Ownership (Instr. 4)

(I) - By Spouse

</TABLE>

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>
<CAPTION>

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Table with 7 columns: 1. Title of Security (Instr. 3), 2. Conversion or Exercise Price of Derivative Security, 3. Transaction Date (Month/Day/Year), 4. Transaction Code (Instr. 8), 5. Number of Derivative Securities Acquired (Instr. 3 & 4), 6. Date of Exercise or Expiration (Instr. 3 & 4), 7. Title and Amount of Underlying Securities (Instr. 3 & 4). Includes sub-headers for Disposed of (Instr. 3, 4 & 5) and Exercised (Instr. 3, 4 & 5).

NOT APPLICABLE

Table with 3 columns: 8. Price of Derivative Security (Instr. 5), 9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4), 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4), 11. Nature of Indirect Beneficial Ownership (Instr. 4).

NOT APPLICABLE

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Explanation of Responses:

/s/Glenn E. Mayer March 1, 2001

\*\*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.