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

### 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

Derivative Security (Instr. 3) Price of Derivative Security (Instr. 3) Perivative Security (Instr. 3) Perivative Security (Instr. 3) Perivative Security (Instr. 4) Price of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Pate Expiration Date (Instr. 3) Price of Derivative Securities (Instr. 3) Perivative Securities (Instr. 3) Price of Derivative Securities (Instr. 3) Price of Derivative Securities (Instr. 3) Price of Derivative Securities (Instr. 3) Price of (D) (Instr. 4) Price of (D) (Instr. 4) Price of Derivative Securities (Instr. 4) Price of (Instr	(Print or Typ	e Responses	)																						
450 BROADWAY, FLOOR 24	1. Name and Address of Reporting Person *																	(Check all applicable)							
NEW YORK, NY 10018							No. of the second secon											X Officer (give title below) Other (specify below)							
Title of Security   Common Stock   10/12/2010   2.0								4. If Amendment, Date Original Filed(Month/Day/Year)										_X_ Form filed by One Reporting Person							
Tritle of Security (four. 3)   Transaction (four. 4)   Transaction (four. 4)   Transaction (four. 5)   Transaction (four. 4)   Transaction (four. 5)   Transaction (four. 6)							Table I - Non-Derivative Securities Acqui											d. Dispo	sed o	of, or Ben	eficially Ow	ned			
Common Stock	(Instr. 3) D				Date		2A. Deemed Execution Date, if any			3. Trai Code (Instr.	nsact		4. Sec (A) o	Securities Acquir or Disposed of str. 3, 4 and 5)			ed 5. D) O	. Amount of Securities Beneficially owned Following Reported ransaction(s) Instr. 3 and 4)				6. Ownersl Form: Direct (l	nip of Be O) Ov	of Indirect Beneficial Ownership	
Common Stock																	4 705					ect (II	istr. 4)		
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.    Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.    Persons who respond to the collection of information contained in this form are not required to respond unless the contained in this form displays a currently valid OMB control number.    Table II - Derivative				10/12/2010					+	-	V		-									)			
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.    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 (e.g., puts, calls, warrants, options, convertible securities).   I. Title of Derivative Conversion Date or Exercise (Month/Day/Year) and your of Derivative Options of Date of Derivative Options of Derivative Options of Derivative Options of Derivative Options of Options of Derivative Options of Opti	Common	Stock			10/1	2/2010				IVI	-	+	2,033	) /	A	\$ 3.75	/3 4,	4,785 D							
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 (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Conversion Date (e.g., puts, calls, warrants, options, options)  Convertible Securities (Month/Day/Year)  Conversion Date (Instr. 3)  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 (e.g., puts, calls, warrants, options, convertible securities)  Securities (Month/Day/Year)  Conversion Date (Instr. 4)  Conversion Date (Inst	Common Stock				10/12/2010				S(1	7		2,52	20 D			85 2	2,265				D				
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 (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Conversion Date (e.g., puts, calls, warrants, options, options)  Convertible Securities (Month/Day/Year)  Conversion Date (Instr. 3)  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 (e.g., puts, calls, warrants, options, convertible securities)  Securities (Month/Day/Year)  Conversion Date (Instr. 4)  Conversion Date (Inst	Damindan I	Compant on a se	amamata lima	fam ana	h ala		a <b>b</b> .		le :	d dinasti	1	in din	.aatler												
Table II - Derivative Scurities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)   A Deemed (e.g., puts, calls, warrants, options, convertible securities)   Conversion   Date of Exercise (Month/Day/Year)   Date of Derivative Security   Conversion   Date of Derivative Security   Conversion   Date of Derivative Securities   Code of Derivative Security   Code of Derivative Securities   Code of Derivative   Cod	Reminder: F	Report on a so	eparate fine	for eac	n cia	iss of securitie	S De	enericiai	iy owne	a direct	<u> </u>	Pers cont	ons v	in t	this fo	orm	are no	t requi	red t	o respon	d unless t		EC 14'	74 (9-02)	
1. Title of Date   2. Derivative   Conversion Date   Street of Price of Private   Conversion Date   Code (Instr. 3)   Price of Private   Code (Instr. 3)   Price of						Table II -					uire	d, Di	spose	l of,	or Be	enefic	cially O								
Employee   Stock Option (Right to Buy)	Derivative Security	Conversion or Exercise Price of Derivative	Date		Execution Date, any		4. Transaction Code Instr. 8)		5. No of Der Sec (A) Dis of (Ins	Number 6. Experivative ecurities acquired A) or bisposed f (D) nstr. 3, 4,		6. Date Ex Expiration		xercisable and n Date		7 A U S	'. Title a Amount Inderlyi Securitie	of ing es and 4)	I S (	Derivative Security (Instr. 5)	Derivative Securities Beneficially Owned Following Reported Transaction	Own Forn Deri Secu Dire or In	n of vative rity: ct (D) direct	11. Natur of Indired Beneficia Ownersh (Instr. 4)	
Stock Option (Right to Buy)   \$3.75   10/12/2010   M   2,653   07/28/2009   03/18/2011   Common Stock   2,653   \$ 0   30,187   D								Code	V (A)	(D)						Т	Title	or Num of	nber						
Reporting Owner Name / Address Director 10% Owner Officer Other  Janse Michael A 1450 BROADWAY FLOOR 24 NEW YORK, NY 10018  Signatures  Relationships Other  Executive Vice President	Stock Option		10/12/2010					M		2,653	07/28/20		2009	03/1	3/18/2011			126	53	\$ 0	30,187		D		
Director   10% Owner   Officer   Other	Repor	ting O	wners																						
Director   10% Owner   Officer   Other							Rel	ationsh	ips																
1450 BROADWAY FLOOR 24 NEW YORK, NY 10018  Executive Vice President Signatures	Reporting	Owner Nam	e / Address	Direc	ctor							Oth	er												
	1450 BROADWAY FLOOR 24						Executive Vice			Presid	ent														
/s/ Jackie Matthews by Power of Attorney 10/13/2010	Signat	ures																							
	/s/ Jackie	Matthews	by Power	of Att	orne	ey	10	0/13/20	10																

### **Explanation of Responses:**

Signature of Reporting Person

- \* 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 sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 18, 2009.
- (2) Shares were sold for an average price of \$4.3185 with share prices ranging from \$4.30 to \$4.34. The reporting person will provide full information regarding the number of shares purchased at each separate price upon request by the SEC staff, the issuer, or a security holder of the issuer.

 $Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, {\it see}\ Instruction\ 6 for procedure.$ 

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, 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 20th day of March 2009.

By: /s/ Michael A. Janse

Michael A. Janse