FORM 4	ļ
--------	---

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

(D. . . .

### 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

(Thit of Type Responses)											
1. Name and Address of Reporting Po JAMISON DOUGLAS W	2. Issuer Name <b>a</b> HARRIS & HA			<b>.</b> .			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner				
(Last) (First) 1450 BROADWAY, FLOOR 2-	(Middle) 4	3. Date of Earliest 08/23/2011	Transactio	n (M	onth/Day	/Year)		X Officer (give title below) Other (specify below) Chairman, CEO			
(Street) NEW YORK, NY 10018	4. If Amendment,	Date Origii	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 Acqui						ired, Disposed of, or Beneficially Owned			
1.Title of Security (Instr. 3)	Date (Month/Day/Year)	Execution Date, if	Code (Instr. 8)		(A) or D (Instr. 3,	isposed 4 and 5 (A) or	of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)		Beneficial Ownership	
Common Stock	08/23/2011		Р		1,000	А	\$ 4.078	48,974	D		

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 1474 (9contained 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	2.	3. Transaction	3A. Deemed	4.	5.	Numbe	r 6. Date Exer	cisable	7. Tit	tle and	8. Price of	9. Number of	10.	11. Nature
Derivative	Conversion	Date	Execution Date, if	Transaction	n of		and Expirati	on Date	Amo	unt of	Derivative	Derivative	Ownership	of Indirect
Security	or Exercise	(Month/Day/Year)	any	Code	De	erivativ	e (Month/Day	/Year)	Unde	erlying	Security	Securities	Form of	Beneficial
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Se	curities			Secu	rities	(Instr. 5)	Beneficially	Derivative	Ownership
	Derivative				Ac	equired			(Insti	r. 3 and		Owned	Security:	(Instr. 4)
	Security				(A	.) or			4)			Following	Direct (D)	
						sposed						Reported	or Indirect	
						(D)						Transaction(s)	< / <	
						nstr. 3,						(Instr. 4)	(Instr. 4)	
					4,	and 5)								
										Amount				
							Date	Expiration		or				
							Exercisable	•	Title	Number				
								Date		of				
				Code V	' (A	A) (D)				Shares				

## **Reporting Owners**

	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
JAMISON DOUGLAS W 1450 BROADWAY FLOOR 24 NEW YORK, NY 10018	х		Chairman, CEO					

### Signatures

/s/ Carmen DeForest, by Power of Attorney 08/24/2011 Signature of Reporting 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).

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, 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/ Douglas W. Jamison Douglas W. Jamison