FORM 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).

(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

(Find of Type Responses)											
1. Name and Address of Reporting P RAMSEY CHARLES E	2. Issuer Name a HARRIS & HA			0,0			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner				
(Last) (First) 1450 BROADWAY, 24TH FLO	(Middle)	3. Date of Earliest 11/12/2015	Transactio	on (N	Ionth/Day	/Year)	)	Officer (give title below)	Other (specify b	pelow)	
(Street) NEW YORK, NY 10018		4. If Amendment,	Date Orig	inal I	Filed(Mont	h/Day/Ye	ear)	6. Individual or Joint/Group Filin _X_ Form filed by One Reporting Person Form filed by More than One Reporting		able Line)	
(City) (State)	(Zip)	Tat	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1.Title of Security (Instr. 3)	Date (Month/Day/Year)	Execution Date, if	3. Transac Code (Instr. 8)	ction	4. Secur (A) or D (Instr. 3,	isposed	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)		Beneficial Ownership	
			Code	v	Amount	or	Price		(I) (Instr. 4)	(mout t)	
Common Stock	11/12/2015		P <mark>(1)</mark>		2,890	А	\$ 2.0776	95,102	D		

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

SEC 1474 (9-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

( <i>e.g.</i> , puts, calls, warrants, options, convertible securities)															
1. Title of	2.	3. Transaction	3A. Deemed	4.	5.	Num	ber	6. Date Exer	cisable	7. Tit	le and	8. Price of	9. Number of	10.	11. Nature
Derivative	Conversion	Date	Execution Date, if	Transaction	n of	2		and Expirati	on Date	Amo	unt of	Derivative	Derivative	Ownership	of Indirect
Security	or Exercise	(Month/Day/Year)	any	Code	D	erivat	ive	(Month/Day	/Year)	Unde	rlying	Security	Securities	Form of	Beneficial
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Se	ecuriti	ies			Secu	rities	(Instr. 5)	Beneficially	Derivative	Ownership
	Derivative				A	cquire	ed			(Instr	. 3 and		Owned	Security:	(Instr. 4)
	Security				(A	A) or				4)			0	Direct (D)	
					D	ispose	ed						Reported	or Indirect	
						(D)							Transaction(s)	< / <	
						nstr. 3	· · · ·						(Instr. 4)	(Instr. 4)	
					4,	and 5	5)								
											Amount				
								Date	Expiration		or				
								Exercisable	•	Title	Number				
								Excicisable	Date		of				
				Code V	/ (/	A) (	D)				Shares				

# **Reporting Owners**

Describer Open News (Address	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
RAMSEY CHARLES E 1450 BROADWAY 24TH FLOOR NEW YORK, NY 10018	х							

# Signatures

/s/ Jackie Matthews by Power of Attorney 11/13/2015 \*\*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).

(1) The purchase reported in this Form 4 was effected pursuant to a Rule 10b5-1 purchase plan.

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 and Patricia N. Egan 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-infact 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 29th day of July 2014.

By: Charles E. Ramsey

Charles E. Ramsey