

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549**

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

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

OMB APPROVAL
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(Print or Type Responses)

| 1. Name and Address of Reporting Person* | | 2. Issuer Name and Ticker or Trading Symbol | | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | |
|--|--------------------------------------|---|---|---|------------|---|--|---|
| Melsheimer Mel P. | | Harris & Harris Group, Inc. (TINY) | | <input checked="" type="checkbox"/> Director | | 10% Owner | | |
| (Last) (First) (Middle) | | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) | | <input checked="" type="checkbox"/> Officer (give title below) | | | | |
| One Rockefeller Plaza, Suite 1430 | | 4. Statement for Month/Year August 2002 | | President, Chief Operating Officer, Chief Financial Officer, Treasurer and Chief Compliance Officer | | | | |
| (Street) New York, NY 10020 | | 5. If Amendment, Date of Original (Month/Year) | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | | | | |
| (City) (State) (Zip) | | | | <input type="checkbox"/> Form filed by More than One Reporting Person | | | | |
| Table I %Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | |
| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | Code | V | Amount | (A) or (D) | | | |
| Common Stock | 8/8/02 | P | V | 2,000 | A | \$2,4697 | | |
| Common Stock | 8/15/02 | P | V | 1,000 | A | \$2,41995 | | |
| Common Stock | 8/16/02 | P | V | 2,800 | A | \$2,43639 | | |
| Common Stock | 8/19/02 | P | V | 1,000 | A | \$2,41995 | | |
| Common Stock | 8/20/02 | P | V | 2,529 | A | \$2,4195 | 56,000 ^A | D |

| FORM 4 (continued) | | Table II Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) | | | | | | | | | | | |
|--|--|---|--------------------------------|---|--|--|-----|---|-----------------|--|--|---|--|
| 1. Title of Derivative 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 (A) or Disposed of (D) (Instr. 3, 4 and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4) | 10. Ownership Form of Derivative Securities Beneficially Owned at End of Month (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | Code | V | | (A) | (D) | Date Exercisable | Expiration Date | | | | |
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Explanation of Responses:

^A 13,334 shares are held jointly by Mel P. Melsheimer and his wife.

/s/ Mel P. Melsheimer
**Signature of Reporting Person

August 21, 2002
Date

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

*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.