## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL
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hours per response... 0.5

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 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

(Print or Type Responses)  1. Name and Address of Reporting Person *  1. Name Charles Falls Fall				2. Issuer Name and Ticker or Trading Symbol						5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  _X_ Director 10% Owner			
HARRIS CHARLES E/NY			HARRIS & HARRIS GROUP INC /NY/ [TINY]										
(Last) (First) (Middle) 111 WEST 57TH STREET, SUITE 1100				3. Date of Earlies 08/14/2007	st Transacti	on (Moi	nth/Day/Y	ear)	X Officer (give title below) Other (specify below)  Chairman and CEO				
(Street)				4. If Amendment	, Date Orig	inal File	d(Month/Da	ay/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
NEW YOR	RK, NY 10	019								Form filed by M	fore than One Reporting Pe	son	
(City)		(State)	(Zip)		Table I -	Non-D	erivative	Securiti	es Acqu	ired, Disposed o	of, or Beneficially O	wned	
1.Title of Sec (Instr. 3)	ecurity		2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, any	if Code	3. Transaction Code (Instr. 8)		rities Acc Disposed , 4 and 5	of (D)		6. Ownership Form:	7. Nature of Indirect Beneficial	
				(Month/Day/Year)	Code	e V	Amount	(A) or (D)	Price	(Instr. 3 and 4)	Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)	
Common S	Stock	(	08/14/2007		S(1)	1	200	D	\$ 10.83	30,995		D	
Common S	Stock	(	08/14/2007		S(1)	1	300	D	\$ 10.85	30,695		D	
Common S	Stock	(	08/14/2007		S(1)	1	100	D	\$ 10.87	30,595		D	
Common S	Stock	(	08/14/2007		S(1)	1	100	D	\$ 10.90	30,495		D	
Common S	Stock	(	08/14/2007		S(1)	1	100	D	\$ 10.93	30,395		D	
Common S	Stock	(	08/14/2007		S(1)	1	100	D	\$ 10.94	30,295		D	
Common S	Stock	(	08/14/2007		S(1)	1	100	D	\$ 10.96	30,195		D	
Common S	Stock	(	08/14/2007		S(I)	1	200	D	\$ 11	29,995		D	
Common S	Stock	(	08/14/2007		S(I)	1	300	D	\$ 11.08	29,695		D	
Common S	Stock	(	08/14/2007		М		650	A	\$ 10.11	30,345		D	
Common S	Stock									1,039,559		I	Owned by wife
Reminder: R	eport on a se	parate line for each	class of securities	beneficially own	ed directly	or indir	ectly.						
						con	ained in	this fo	rm are	he collection on not required to valid OMB con	o respond unless		1474 (9-02
				Derivative Secur						y Owned			
1. Title of	2.	3. Transaction	3A. Deemed		Number		Exercisal			itle and	8. Price of 9. Numb	er of 10.	11. Na
Derivative	Conversion		Execution Date, if	f Transaction of	?	Expirat				ount of	Derivative Derivative Security	e Owners	ship of Indi

(Instr. 4) Derivative Acquired (Instr. 3 and 4) Owned Security: (A) or Following Direct (D) Security Disposed of Reported or Indirect (D) Transaction(s) (Instr. 3, 4, (Instr. 4) (Instr. 4) and 5) Amount Expiration Title Number Exercisable Date Code (A) (D) Shares Employee Stock Common Option \$ 10.11 08/14/2007 M 10,400 06/26/2007 06/26/2008 10,400 \$ 0 29,600 (2) D Stock (Right to Buy) Employee Stock Common 700,662 (3) Option \$ 10.11 08/14/2007 12/26/2006 06/26/2016 650 D M 650 \$ 0 Stock (Right to Buy) Employee

Stock Option (Right to	\$ 10.11	08/14/2007	M		10,200	06/26/2007	06/26/2009	Common Stock	10,200	\$ 0	29,800 (4)	D	
Buy)													

## **Reporting Owners**

D ( O N / / )	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
HARRIS CHARLES E/NY								
111 WEST 57TH STREET SUITE 1100	X		Chairman and CEO					
NEW YORK, NY 10019								

### **Signatures**

/s/ Jackie Matthews by Power of Attorney	08/16/2007
-**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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 16, 2007.
- (2) 9,400 options vested on 6/26/07, and 20,000 will vest on 12/26/07.
- (3) 221,530 options vested on 12/26/06, 239,241 options vested on 6/26/07, and 239,891 options will vest on 6/26/08.
- (4) 3,134 options vested on 6/26/07, 13,333 options will vest on 6/26/08, and 13,333 options will vest on 6/26/09.

#### Remarks:

Multiple Form 4s submitted.

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.