

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

(Print or Type Responses)

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

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 OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response...0.5

| 1. Name and Address of Reporting Person* | 2. Issuer Name and T | Ficker or T | radin | g Symbol | | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | |
|--|---|---|-------|----------------------------------|--|--|-------------------------------|---|---|--|--|
| | Harris & Harris Group | , Inc. (TIN | Y) | | | X | Director | ŕ | 10% Owner | | |
| Kirkpatrick Kelly S. | | | | | | | Officer (give title below) | | Other (specify below) | | |
| | | | | | | | | | | | |
| (Last) (First) (Middle) One Rockefeller Plaza, Suite 1430 | of Reporting Person, if an entity | | | atement for h/Year March 2 | | 7. Individual or Joint/Group Filing (Check Applicable Line) | | | | | |
| | (voluntary) | 5. If Amendment, Date of Original (Month/Year) | | | X | Form filed by One Repo | | | | | |
| (Street) New York, NY 10020 | | | | | | Form filed by More than One Reporting Person | | | | | |
| (City) (State) (Zip) | Table I 3/4Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | | |
| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 3. Transad Code (Instr.8) Code | | or Dispo | es Acquired sed of (D) 4 and 5) (A) or (D) | | Beneficially Owned | 6. Ownership Form: Direct (D) or Indirect (I (Instr. 4) | 7. Nature of Indirect Beneficial Ownership) (Instr. 4) | | |
| Common Stock | 3/31/03 | Р | V | 1,477 | A | \$2.86 | 2,837 | D | | | |
| | | | | | | | | | | | |

| FORM 4 (| continued) | Table II `Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) | | | | | | | | | | | | |
|------------|------------|--|--|---|--|--|---------------------|--------------------|---------|--|--------------|---|-------------------------------------|--|
| Derivative | | 3. Transaction Date (Month/Day/Year) | nsaction 4. Transaction 5. Numb ce Code of (Instr.8) Deriva h/Day/Year) (A) or Dispose of (D) (Instr. | | nber ivative curities juired sed D) | and Expiration Date (Month/Day/Year) s | | | tle and | 8. Price of Derivative | 9. Number of | 10. Ownership Form of Derivative Securities Beneficially Owned at End of Month (Instr. 4) | Indirect Beneficial Ownership | |
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | Amount or Number of Shares | | | | |

Explanation of Responses:

/s/ Kelly S. Kirkpatrick

March 31, 2003

**Signature of Reporting Person

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.

See18 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, se Instruction 6 for

procedure.