

Andreev Alexei A  
Form 4  
October 02, 2007

**FORM 4**

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

OMB APPROVAL

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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).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Andreev Alexei A

2. Issuer Name and Ticker or Trading Symbol  
HARRIS & HARRIS GROUP INC  
/NY/ [TINY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/01/2007

\_\_\_\_ Director  
 Officer (give title below)  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)  
Executive Vice President

HARRIS & HARRIS GROUP, 111  
WEST 57TH STREET

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

NEW YORK, NY 10019

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	10/01/2007		M	5,400 A \$ 10.11	15,476	D	
Common Stock	10/01/2007		S <sup>(1)</sup>	104 D \$ 10.37	15,372	D	
Common Stock	10/01/2007		S <sup>(1)</sup>	696 D \$ 10.38	14,676	D	
Common Stock	10/01/2007		S <sup>(1)</sup>	1,800 D \$ 10.39	12,876	D	
Common Stock	10/01/2007		S <sup>(1)</sup>	100 D \$ 10.4	12,776	D	

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Common Stock	10/01/2007	S <sup>(1)</sup>	700	D	\$ 10.41	12,076	D
Common Stock	10/01/2007	S <sup>(1)</sup>	66	D	\$ 10.42	12,010	D
Common Stock	10/01/2007	S <sup>(1)</sup>	334	D	\$ 10.44	11,676	D
Common Stock	10/01/2007	S <sup>(1)</sup>	200	D	\$ 10.45	11,476	D
Common Stock	10/01/2007	S <sup>(1)</sup>	68	D	\$ 10.47	11,408	D
Common Stock	10/01/2007	S <sup>(1)</sup>	200	D	\$ 10.48	11,208	D
Common Stock	10/01/2007	S <sup>(1)</sup>	700	D	\$ 10.5	10,508	D
Common Stock	10/01/2007	S <sup>(1)</sup>	32	D	\$ 10.51	10,476	D
Common Stock	10/01/2007	S <sup>(1)</sup>	300	D	\$ 10.52	10,176	D
Common Stock	10/01/2007	S <sup>(1)</sup>	100	D	\$ 10.62	10,076	D
Common Stock	10/01/2007	M	42	A	\$ 10.11	10,118	D

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

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(9-02)

**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)	3A. Deemed Execution Date, if any (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)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
	\$ 10.11	10/01/2007		M	5,400	06/26/2007	06/26/2008		5,400

Employee Stock Option (Right to Buy)									Common Stock	
Employee Stock Option (Right to Buy)	\$ 10.11	10/01/2007		M	42	06/26/2007	06/26/2008		Common Stock	42

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Andreev Alexei A HARRIS & HARRIS GROUP 111 WEST 57TH STREET NEW YORK, NY 10019			Executive Vice President	

## Signatures

Carmen DeForest by Power of Attorney  
10/02/2007

\_\_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 March 22, 2007.
- (2) 78,752 options vested on 6/26/2007 and 95,000 options will vest on 12/26/2007.
- (3) 78,710 options vested on 6/26/2007 and 95,000 options will vest on 12/26/2007.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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