

HARRIS & HARRIS GROUP INC /NY/

Form 4

June 27, 2007

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 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 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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
JAMISON DOUGLAS W

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)
111 WEST 57TH STREET, SUITE
1100

3. Date of Earliest Transaction
(Month/Day/Year)
06/27/2007

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
President

(Street)
NEW YORK, NY 10019

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

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

(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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	06/26/2007		M		20,000	A	\$ 10.11	38,256 D
Common Stock	06/26/2007		S ⁽¹⁾		20,000	D	\$ 11.2224	18,256 D
Common Stock	06/26/2007		M		616	A	\$ 10.11	18,872 D

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

**Persons who respond to the collection of
information contained in this form are not**

SEC 1474
(9-02)

**required to respond unless the form
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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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date Date	Title
Employee Stock Option (Right to Buy)	\$ 10.11	06/26/2007		M	20,000	06/26/2007 06/26/2008	Common Stock
Employee Stock Option (Right to Buy)	\$ 10.11	06/26/2007		M	616	12/26/2006 06/26/2016	Common Stock
Employee Stock Option (Right to Buy)	\$ 11.1105	06/27/2007		A	47,500	12/27/2007 12/27/2008	Common Stock
Employee Stock Option (Right to Buy)	\$ 11.1105	06/27/2007		A	110,135	12/27/2008 12/27/2009	Common Stock
Employee Stock Option (Right to Buy)	\$ 11.1105	06/27/2007		A	92,365	12/27/2009 12/27/2010	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JAMISON DOUGLAS W 111 WEST 57TH STREET			President	

SUITE 1100
NEW YORK, NY 10019

Signatures

/s/ Carmen DeForest, by Power of
Attorney

06/27/2007

____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 sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 22, 2007.
- (2) Shares were sold for an average price of \$11.2224 in 28 transactions with share prices ranging from \$11.12 to \$11.37.
- (3) 75,000 shares vested on 6/26/2007 and 95,000 shares will vest on 12/26/2007.
- (4) 9,418 shares vested on 6/26/2007, and the remaining 69,237 shares will vest in equal installments on 6/26/2008, 6/26/2009, 6/26/2010, 6/26/2011, 6/26/2012, 6/26/2013 and 6/26/2014.

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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