

Andreev Alexei A
Form 4
October 02, 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 *
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)
HARRIS & HARRIS GROUP, 111
WEST 57TH STREET

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

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
Executive Vice 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 (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	10/01/2007		M		5,400	A	\$ 10.11
Common Stock	10/01/2007		S ⁽¹⁾		104	D	\$ 10.37
Common Stock	10/01/2007		S ⁽¹⁾		696	D	\$ 10.38
Common Stock	10/01/2007		S ⁽¹⁾		1,800	D	\$ 10.39
Common Stock	10/01/2007		S ⁽¹⁾		100	D	\$ 10.4

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