HARRIS & HARRIS GROUP INC /NY/
Form 4
September 21, 2007

FORM 4

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

OMB APPROVAL
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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

(Last) (First) (Middle)

HARRIS & HARRIS GROUP, 111 WEST 57TH STREET

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
09/19/2007

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Executive Vice President

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	09/19/2007		M		700	A	$ 10.11	10,760	D	
Common Stock	09/19/2007		S(1)		700	D	$ 10.28	10,060	D	
Common Stock	09/19/2007		M		2	A	$ 10.11	10,062	D	
Common Stock	09/20/2007		M		4,700	A	$ 10.11	14,762	D	
Common Stock	09/20/2007		S(1)		4,700	D	$ 10.28	10,062	D	

Common Stock	09/20/2007		M	14	A	$ 10.11	10,076	D

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

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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 of Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	$ 10.11	09/19/2007		M			700	06/26/2007	06/26/2008	Common Stock	700
Employee Stock Option (Right to Buy)	$ 10.11	09/19/2007		M			2	06/26/2007	06/26/2008	Common Stock	2
Employee Stock Option (Right to Buy)	$ 10.11	09/20/2007		M			4,700	06/26/2007	06/26/2008	Common Stock	4,700
Employee Stock Option (Right to Buy)	$ 10.11	09/20/2007		M			14	06/26/2007	06/26/2008	Common Stock	14

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

/s/ Jackie Matthews by Power of Attorney	09/21/2007
**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) 88,868 options vested on 6/26/07 and 95,000 options will vest on 12/26/07.

(3) 88,866 options vested on 6/26/07 and 95,000 options will vest on 12/26/07.

(4) 84,166 options vested on 6/26/07 and 95,000 options will vest on 12/26/07.

(5) 84,152 options vested on 6/26/07 and 95,000 options will vest on 12/26/07.

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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