

HARRIS & HARRIS GROUP INC /NY/
 Form 4
 January 09, 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 *
 HARRIS CHARLES E/NY

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
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/05/2007

____ Director
 Officer (give title below) _____ 10% Owner
 _____ Other (specify below)
 Chief Executive Officer

NEW YORK, NY 10019

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

(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	01/05/2007		M			45,046	A	\$ 10.11	70,264	D	
Common Stock	01/05/2007		S ⁽¹⁾			45,046	D	\$ 11.3733	25,218	D	
Common Stock	01/05/2007		M			3,122	A	\$ 10.11	28,340	D	
Common Stock	01/08/2007		M			21,381	A	\$ 10.11	49,721	D	
	01/08/2007		S ⁽¹⁾			21,381	D		28,340	D	

Common Stock					\$				
					11.2681				
					<u>(3)</u>				
Common Stock	01/08/2007		M	1,355	A	\$ 10.11	29,695	D	
Common Stock							1,039,559	I	Owned by Wife

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	01/05/2007		M	45,046	12/26/2006	06/26/2007	Common Stock	45,046
Employee Stock Option (Right to Buy)	\$ 10.11	01/05/2007		M	3,122	12/26/2006	06/26/2016	Common Stock	3,122
Employee Stock Option (Right to Buy)	\$ 10.11	01/08/2007		M	21,381	12/26/2006	06/26/2007	Common Stock	21,381
Employee Stock Option (Right to Buy)	\$ 10.11	01/08/2007		M	1,355	12/26/2006	06/26/2016	Common Stock	1,355

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HARRIS CHARLES E/NY 111 WEST 57TH STREET SUITE 1100 NEW YORK, NY 10019			Chief Executive Officer	

Signatures

/s/ Charles E. Harris	01/09/2007
**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 December 21, 2006.
 - (2) Shares were sold for an average price of \$11.3733 in 46 transactions with share prices ranging from \$11.12 to \$11.60.
 - (3) Shares were sold for an average price of \$11.2681 in 38 transactions with share prices ranging from \$11.08 to \$11.55.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.