Andreev Alexei A Form 4 October 02, 2007

FORM 4

Form 5

obligations

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

Check this box if no longer subject to Section 16. Form 4 or

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

may continue. See Instruction 1(b).

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

3. Date of Earliest Transaction

5. Relationship of Reporting Person(s) to Issuer

HARRIS & HARRIS GROUP INC /NY/ [TINY]

(Check all applicable)

Executive Vice President

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

(Middle) (Last) (First)

> (Month/Day/Year) 10/01/2007

Director 10% Owner _X__ Officer (give title Other (specify below)

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)

X Form filed by One Reporting Person Form filed by More than One Reporting

NEW YORK, NY 10019

(City)	(State)	(Zip) Tabl)erivative	rivative 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 n(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)				
Common Stock	10/01/2007		M	5,400	A	\$ 10.11	15,476	D			
Common Stock	10/01/2007		S <u>(1)</u>	104	D	\$ 10.37	15,372	D			
Common Stock	10/01/2007		S <u>(1)</u>	696	D	\$ 10.38	14,676	D			
Common Stock	10/01/2007		S <u>(1)</u>	1,800	D	\$ 10.39	12,876	D			
Common Stock	10/01/2007		S <u>(1)</u>	100	D	\$ 10.4	12,776	D			

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Common Stock	10/01/2007	S <u>(1)</u>	700	D	\$ 10.41	12,076	D
Common Stock	10/01/2007	S <u>(1)</u>	66	D	\$ 10.42	12,010	D
Common Stock	10/01/2007	S <u>(1)</u>	334	D	\$ 10.44	11,676	D
Common Stock	10/01/2007	S <u>(1)</u>	200	D	\$ 10.45	11,476	D
Common Stock	10/01/2007	S <u>(1)</u>	68	D	\$ 10.47	11,408	D
Common Stock	10/01/2007	S <u>(1)</u>	200	D	\$ 10.48	11,208	D
Common Stock	10/01/2007	S <u>(1)</u>	700	D	\$ 10.5	10,508	D
Common Stock	10/01/2007	S <u>(1)</u>	32	D	\$ 10.51	10,476	D
Common Stock	10/01/2007	S <u>(1)</u>	300	D	\$ 10.52	10,176	D
Common Stock	10/01/2007	S <u>(1)</u>	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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SEC 1474 (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. Transactic Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	e Expiration Dat	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	
	\$ 10.11	10/01/2007		M	5,400	06/26/2007	06/26/2008		5,400	

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

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Andreev Alexei A HARRIS & HARRIS GROUP 111 WEST 57TH STREET

Executive Vice President

NEW YORK, NY 10019

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 adoopted 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. 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.

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