

HARRIS CHARLES E/NY
Form 4
December 28, 2006

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

(Last) (First) (Middle)
111 WEST 57TH STREET, SUITE 1100
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/26/2006

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	12/26/2006		M			14,913	A	\$ 10.11	26,247	D	
Common Stock	12/26/2006		S ⁽¹⁾			14,913	D	\$ 12.3402	11,334	D	
Common Stock	12/26/2006		M			1,968	A	\$ 10.11	13,302	D	
Common Stock	12/27/2006		M			10,000	A	\$ 10.11	23,302	D	
	12/27/2006		S ⁽³⁾			10,000	D		13,302	D	

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Common Stock					\$				
					12.3988				
					<u>(4)</u>				
Common Stock	12/27/2006		M	1,355	A	\$ 10.11	14,657	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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. 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	12/26/2006		M	14,913	12/26/2006 06/26/2007	Common Stock 14,913
Employee Stock Option (Right to Buy)	\$ 10.11	12/26/2006		M	1,968	12/26/2006 06/26/2016	Common Stock 1,968
Employee Stock Option (Right to Buy)	\$ 10.11	12/27/2006		M	10,000	12/26/2006 06/26/2007	Common Stock 10,000
Employee Stock Option (Right to Buy)	\$ 10.11	12/27/2006		M	1,355	12/26/2006 06/26/2016	Common Stock 1,355

