

Wolfe Daniel B
Form 4
December 29, 2006

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 *
Wolfe Daniel B

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, SUITE 1100

(Street)

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

12/28/2006

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

Vice President

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/28/2006		M	9,800	A \$ 10.11	10,671	D
Common Stock	12/28/2006		S ⁽¹⁾	9,800	D \$ 12.3329	871	D
Common Stock	12/28/2006		M	338	A \$ 10.11	1,209	D

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**

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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	12/28/2006		M	9,800	12/26/2006 06/26/2007	Common Stock 9,800
Employee Stock Option (Right to Buy)	\$ 10.11	12/28/2006		M	338	12/26/2006 06/26/2016	Common Stock 338

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Wolfe Daniel B
HARRIS & HARRIS GROUP
111 WEST 57TH STREET, SUITE 1100
NEW YORK, NY 10019

Vice President

Signatures

/s/ Carmen DeForest, by Power of Attorney

12/29/2006

**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)

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The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 22, 2006.

(2) Shares were sold for an average price of \$12.3329 in 51 transactions with share prices ranging from \$12.23 to \$12.51.

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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