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HARRIS & HARRIS GROUP INC /NY/ Form 4 March 22, 2017

OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **Brandom Stacy** Issuer Symbol HARRIS & HARRIS GROUP INC (Check all applicable) /NY/ [TINY]

1450 BROADWAY

(Last)

(Street)

(First)

(Middle)

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

3. Date of Earliest Transaction

(Month/Day/Year)

03/21/2017

X Director _____10% Owner ____Officer (give title ____Other (specify below) below)

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

NEW YORK, NY 10018

| (City) | (State) (Z | Zip) Table | e I - Non-D | erivative Securities Ac | quired, Disposed o | of, or Beneficial | ly Owned |
|--------------------------------------|---|---|--------------------------|---|--|--|-------------------------|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any | 3. Transactic Code | 4. Securities Acquired on(A) or Disposed of (D) | Securities Form: Direct | 7. Nature of Indirect Beneficial | |
| | | (Month/Day/Year) | (Instr. 8) | (Instr. 3, 4 and 5) (A) or | Owned Following Reported Transaction(s) (Instr. 3 and 4) | Indirect (I) (Instr. 4) | Ownership (Instr. 4) |
| Common Stock | 03/21/2017 | | Code V $P(1)$ | Amount (D) Price 4,640 A \$ 1.32 | 43,976 | 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 required to respond unless the form displays a currently valid OMB control number.

 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) | 4. Transacti Code (Instr. 8) | 5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | ; | ate | 7. Titl Amou Under Secur (Instr. | unt of rlying | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Owno Follo Repo Trans (Instr |
|---|---|---|---------------------------------------|---|---------------------|--------------------|--|--|---|---|
| | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

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Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|--|---------------|-----------|---------|-------|--|--|
| reporting officer tunio (read of | Director | 10% Owner | Officer | Other | | |
| Brandom Stacy 1450 BROADWAY NEW YORK, NY 10018 | Х | | | | | |
| Signatures | | | | | | |
| /s/ Jackie Matthews by Power of Attorney | of | 03/22 | /2017 | | | |
| **Signature of Reporting Person | | D | ate | | | |
| | | | | | | |

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 purchase reported in this Form 4 was effected pursuant to a Rule 10b5-1 purchase plan.

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.