

HARRIS & HARRIS GROUP INC /NY/  
 Form 4  
 June 27, 2007

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**JAMISON DOUGLAS W**

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)  
**06/27/2007**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**President**

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	06/26/2007		M		20,000	A	\$ 10.11
Common Stock	06/26/2007		S <sup>(1)</sup>		20,000	D	11.2224
Common Stock	06/26/2007		M		616	A	\$ 10.11

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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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 Security (Instr. 3 and 4)
					(A)	(D)	Date Exercisable	Expiration Date	
Employee Stock Option (Right to Buy)	\$ 10.11	06/26/2007		M		20,000	06/26/2007	06/26/2008	Common Stock
Employee Stock Option (Right to Buy)	\$ 10.11	06/26/2007		M		616	12/26/2006	06/26/2016	Common Stock
Employee Stock Option (Right to Buy)	\$ 11.1105	06/27/2007		A		47,500	12/27/2007	12/27/2008	Common Stock
Employee Stock Option (Right to Buy)	\$ 11.1105	06/27/2007		A		110,135	12/27/2008	12/27/2009	Common Stock
Employee Stock Option (Right to Buy)	\$ 11.1105	06/27/2007		A		92,365	12/27/2009	12/27/2010	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JAMISON DOUGLAS W 111 WEST 57TH STREET			President	

SUITE 1100  
NEW YORK, NY 10019

## Signatures

/s/ Carmen DeForest, by Power of  
Attorney

06/27/2007

\_\_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 sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 22, 2007.
- (2) Shares were sold for an average price of \$11.2224 in 28 transactions with share prices ranging from \$11.12 to \$11.37.
- (3) 75,000 shares vested on 6/26/2007 and 95,000 shares will vest on 12/26/2007.
- (4) 9,418 shares vested on 6/26/2007, and the remaining 69,237 shares will vest in equal installments on 6/26/2008, 6/26/2009, 6/26/2010, 6/26/2011, 6/26/2012, 6/26/2013 and 6/26/2014.

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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