Andreev Alexei A Form 4 October 31, 2007

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

(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person * Andreev Alexei A

(First) (Middle)

111 WEST 57TH STREET, SUITE 1100

(Street)

NEW YORK, NY 10019

2. Issuer Name and Ticker or Trading

Symbol

HARRIS & HARRIS GROUP INC /NY/ [TINY]

3. Date of Earliest Transaction

(Month/Day/Year) 10/30/2007

4. If Amendment, Date Original

Filed(Month/Day/Year)

OMB APPROVAL

OMB Number:

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2005

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5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

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

below)

Executive Vice President

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

(City)	(State) (Zip) Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly 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 on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		
Common Stock	10/30/2007		M	5,400	A	\$ 10.11	15,575	D	
Common Stock	10/30/2007		S <u>(1)</u>	300	D	\$ 10.39	15,275	D	
Common Stock	10/30/2007		S <u>(1)</u>	300	D	\$ 10.41	14,975	D	
Common Stock	10/30/2007		S <u>(1)</u>	100	D	\$ 10.46	14,875	D	
Common Stock	10/30/2007		S <u>(1)</u>	200	D	\$ 10.47	14,675	D	

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Common Stock	10/30/2007	S <u>(1)</u>	100	D	\$ 10.48	14,575	D
Common Stock	10/30/2007	S <u>(1)</u>	100	D	\$ 10.5	14,475	D
Common Stock	10/30/2007	S <u>(1)</u>	28	D	\$ 10.51	14,447	D
Common Stock	10/30/2007	S <u>(1)</u>	400	D	\$ 10.53	14,047	D
Common Stock	10/30/2007	S <u>(1)</u>	72	D	\$ 10.54	13,975	D
Common Stock	10/30/2007	S <u>(1)</u>	300	D	\$ 10.57	13,675	D
Common Stock	10/30/2007	S <u>(1)</u>	100	D	\$ 10.59	13,575	D
Common Stock	10/30/2007	S(1)	500	D	\$ 10.6	13,075	D
Common Stock	10/30/2007	S <u>(1)</u>	1,100	D	\$ 10.62	11,975	D
Common Stock	10/30/2007	S <u>(1)</u>	400	D	\$ 10.63	11,575	D
Common Stock	10/30/2007	S <u>(1)</u>	200	D	\$ 10.64	11,375	D
Common Stock	10/30/2007	S <u>(1)</u>	500	D	\$ 10.65	10,875	D
Common Stock	10/30/2007	S <u>(1)</u>	500	D	\$ 10.66	10,375	D
Common Stock	10/30/2007	S(1)	200	D	\$ 10.67	10,175	D
Common Stock	10/30/2007	M	69	A	\$ 10.11	10,244	D

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

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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	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction of Derivative		Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired		

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	Derivative Security				Disp (D) (Inst	(A) or Disposed of (D) (Instr. 3, 4, and 5)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 10.11	10/30/2007	M			5,400	06/26/2007	06/26/2008	Common Stock	5,400
Employee Stock Option (Right to Buy)	\$ 10.11	10/30/2007	M			69	06/26/2007	06/26/2008	Common Stock	69

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other 10% Owner Director

Andreev Alexei A

111 WEST 57TH STREET

Executive Vice President SUITE 1100

NEW YORK, NY 10019

Signatures

/s/ Jackie Matthews by Power of

10/31/2007 Attorney

> **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).
- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 22, **(1)**
- (2) 67,853 options vested on 6/26/2007 and 95,000 options will vest on 12/26/2007.
- (3) 67,784 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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