

HARRIS & HARRIS GROUP INC /NY/
 Form 4
 July 25, 2002

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, DC 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

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(f) of the Investment Company Act of 1940

OMB APPROVAL
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(Print or Type Responses)

1. Name and Address of Reporting Person* Mayer Glenn E.		2. Issuer Name and Ticker or Trading Symbol Harris & Harris Group, Inc. (TINY)			6. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
					X	Director	10% Owner		
						Officer (give title below)	Other (specify below)		
(Last) (First) (Middle) One Rockefeller Plaza, Suite 1430		3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		4. Statement for Month/Year July 2002		7. Individual or Joint/Group Filing (Check Applicable Line)			
(Street) New York, NY 10020				5. If Amendment, Date of Original (Month/Year)		X Form filed by One Reporting Person			
(City) (State) (Zip)						Form filed by More than One Reporting Person			
Table I — Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									
1. Title of Security (Instr. 3)		2. Transaction Date (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 at End of Month (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		7/19/02	X V		17,000 A		\$2.25	100,000	D
Common Stock ¹		1995	J		2,000 A				D

¹These shares were previously held in the name of Mr. Mayer's wife and, since 1995, they have been held jointly in the name of Mr. Mayer and his wife.

FORM 4 (continued)		Table II Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)									
1. Title of Derivative	2. Conversion or Exercise	3. Transaction Date	4. Transaction Code	5. Security Number	6. Date Exercisable and Expiration Date	7. Title and Amount of	8. Price of Derivative	9. Number of Derivative	10. Ownership Form of	11.	

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Security (Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 3)		Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	(Month/Day/Year)		Underlying Securities (Instr. 3 and 4)		Security (Instr. 5)	Securities Beneficially Owned at End of Month (Instr. 4)	Derivative Securities Beneficially Owned at End of Month (Instr. 4)	
			Code	V		(A)	(D)	Date Exercisable	Expiration Date				Title
Subscription Rights (Right to Buy)	\$2.25	7/19/02	X	V	17,000		IMMED.	7/26/02	Common Stock	17,000		0	D

Explanation of Responses:

/s/ Glenn E. Mayer **July 19, 2002**

**Signature of Reporting Person Date
 Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

*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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.