

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  
 OMB Number: 3235-0287  
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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)			
					<input checked="" type="checkbox"/>	Director	<input type="checkbox"/>	10% Owner
					<input type="checkbox"/>	Officer (give title below)	<input type="checkbox"/>	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)		<input checked="" type="checkbox"/>	Form filed by One Reporting Person			
(City) (State) (Zip)	Form filed by More than One Reporting Person							
<b>Table I — Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>								
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 <sup>1</sup>	1995	J		2,000	A			D

<sup>1</sup>These 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 (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)
			Acquired (A)	or Disposed of (D) (Instr. 3, 4 and 5)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
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.