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HARRIS & HARRIS GROUP INC /NY/  
Form 8-K  
October 05, 2004

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

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FORM 8-K

Current Report Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported):

September 29, 2004

HARRIS & HARRIS GROUP, INC.

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(Exact name of registrant as specified in its charter)

New York

0-11576

13-3119827

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(State or other jurisdiction  
of incorporation)

(Commission File Number)

(I.R.S. Employer  
Identification No.)

111 West 57th Street  
New York, New York 10019

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(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: (212) 582-0900  
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Item 5.05. Amendments to Registrant's Code of Ethics

On September 29, 2004, the Board of Directors of Harris & Harris Group, Inc. (the "Company") amended its Code of Conduct for Directors and Employees of Harris & Harris Group, Inc. adopted pursuant to Section 406 of the Sarbanes-Oxley Act of 2002 and Nasdaq Marketplace Rule 4250(n). The Code of Conduct was generally revised to include the role of the Company's Chief Compliance Officer, a new position in the Company as of August 1, 2004. The text of the Code of Conduct is included as an exhibit to this Form 8-K.

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Item 8. 01 Other Events

On September 29, 2004, the Board of Directors of the Company amended its Code of Ethics Pursuant to Rule 17j-1 adopted pursuant to Rule 17j-1 under the Investment Company Act of 1940. The Code of Ethics was revised to include the role of the Company's Chief Compliance Officer, a new position in the Company as of August 1, 2004, and to better reflect the Company's objective of making initial investments in private portfolio companies specializing in tiny technology. The text of the Code of Ethics is included as an exhibit to this Form 8-K.

Item 9. Financial Statements and Exhibits

- (a) Not applicable.
- (b) Not applicable.
- (c) Exhibits.

Exhibit No. -----	Description -----
14	Code of Conduct for Directors and Employees of Harris & Harris Group, Inc.
14	Code of Ethics Pursuant to Rule 17-j1

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: October 4, 2004

HARRIS & HARRIS GROUP, INC.

By: /s/ Helene B. Shavin

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Helene B. Shavin  
Vice President and Controller

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EXHIBIT INDEX

Exhibit No. -----	Description -----
14	Code of Conduct for Directors and Employees of Harris & Harris Group, Inc.
14	Code of Ethics Pursuant to Rule 17-j1