Andreev Alexei A Form 4 May 14, 2009

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires:

January 31, 2005

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**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations may continue. See Instruction 1(b).

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 \* Andreev Alexei A

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

HARRIS & HARRIS GROUP INC

/NY/ [TINY]

(Check all applicable)

(Last) (First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year)

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

05/13/2009

**Executive Vice President** 

111 WEST 57TH STREET, SUITE 1100

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

NEW YORK, NY 10019

Security

(Instr. 3)

(State) (Zip) (City) 1. Title of 2. Transaction Date 2A. Deemed

3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4)

Reported (A) Transaction(s)

or Code V Amount (D) Price

(Instr. 3 and 4)

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 Derivative Conversion

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

5. Number of **TransactionDerivative** 

6. Date Exercisable and **Expiration Date** 

7. Title and Amount of **Underlying Securities** 

(9-02)

### Edgar Filing: Andreev Alexei A - Form 4

| Security (Instr. 3)                              | or Exercise<br>Price of<br>Derivative<br>Security |            | any<br>(Month/Day/Year) | Code (Instr. 8) | Securities (Month/Day/Y<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) |                     | (Year)             | (Instr. 3 and   | 4)                                  |
|--|---|------------|-------------------------|-----------------|---|---------------------|--------------------|-----------------|-------------------------------------|
|  |   |            |                         | Code V          | (A) (D)   | Date<br>Exercisable | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 4.46   | 05/13/2009 |                         | A               | 29,325  | <u>(1)</u>          | 05/13/2011         | Common<br>Stock | 29,325                              |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 4.46   | 05/13/2009 |                         | A               | 9,775   | (2)                 | 05/13/2019         | Common<br>Stock | 9,775                               |

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

**Executive Vice President** 

Andreev Alexei A

111 WEST 57TH STREET SUITE 1100

SCIIL 1100

NEW YORK, NY 10019

# **Signatures**

/s/ Jackie Matthews by Power of

Attorney 05/14/2009

\*\*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) 14,663 options vest on November 13, 2009 and 14,662 options vest on May 13, 2010.
- (2) 2,444 options vest on May 13, 2010; 2,444 options vest on May 13, 2011; 2,444 options vest on May 13, 2012; and 2,443 options vest on May 13, 2013.

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.

Reporting Owners 2