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| Egan Patric Form 4 | | | | | | | | | | |
|---|--|--|---|---|---|---|--|--|--------------------------|--|
| March 19, 2 | | | | | | | | OMB A | PPROVAL | |
| FORM | VI 4 UNITED | STATES | | | | | COMMISSIO | | 3235-0287 | |
| Check t if no lor subject Section Form 4 Form 5 | nger to STATEN 16. or | Washington, D.C. 20549 MENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES ursuant to Section 16(a) of the Securities Exchange Act of 1934, | | | | | | Expires: Estimated burden hou response | urs per | |
| obligati may con <i>See</i> Inst 1(b). | ons ntinue. Section 17(| a) of the I | Public U | Jtility Hol | ding Cor | | of 1935 or Section | | | |
| (Print or Type | Responses) | | | | | | | | | |
| 1. Name and Address of Reporting Person <u>*</u> Egan Patricia N | | | 2. Issuer Name and Ticker or Trading Symbol HARRIS & HARRIS GROUP INC /NY/ [TINY] | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | |
| (Last) (First) (Middle) 111 WEST 57TH STREET, SUITE 1100 | | | 3. Date of Earliest Transaction (Month/Day/Year) 03/19/2008 | | | Director 10% Owner X_ Officer (give title Other (specify below) Chief Accounting Officer | | | | |
| NEW YOF | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | | | |
| (City) | (State) | (Zip) | Tal | ole I - Non-l | Derivative | Securities A | cquired, Disposed | of, or Beneficia | lly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | Execution any | ed Date, if | 3. Transactio Code (Instr. 8) Code V | 4. Securit nAcquired Disposed (Instr. 3, 4 | ies (A) or of (D) | | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect | |
| Reminder: Re | port on a separate line | e for each cl | ass of sec | ourities bene | ficially ow | ned directly o | or indirectly | | | |
| | | | | | Perso inform requir | ns who res nation cont red to respo ays a curren | spond to the colle ained in this form and unless the fo ntly valid OMB co | n are not rm | SEC 1474 (9-02) | |
| | Tab | | | | | posed of, or convertible s | Beneficially Owner securities) | 1 | | |

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. Number | 6. Date Exercisable and | 7. Title and Amount of 8 |
|-------------|------------|---------------------|--------------------|------------|-----------------|-------------------------|--------------------------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transactio | onof Derivative | Expiration Date | Underlying Securities D |

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| Security (Instr. 3) | or Exercise Price of Derivative Security | | any (Month/Day/Year) | Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | ed ed of | (Month/Day/Year) | | (Instr. 3 and 4) | | (|
|--|---|------------|-------------------------|---|-------|-------------|---------------------|--------------------|------------------|--|---|
| | | | | Code V | 7 (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Employee Stock Option (Right to Buy) | \$ 6.18 | 03/19/2008 | | А | 3,515 | | <u>(1)</u> | 12/27/2017 | Common Stock | 3,515 | |

Reporting Owners

| Reporting Owner Name / Address | 1 | | Relationships | | |
|---|-----------|-----------|--------------------------|-------|--|
| F8 | Director | 10% Owner | Officer | Other | |
| Egan Patricia N 111 WEST 57TH STREET SUITE 1100 NEW YORK, NY 10019 | | | Chief Accounting Officer | | |
| Signatures | | | | | |
| /s/ Patricia N. | 2/10/2000 | | | | |

Egan 03/19/2008 <u>**</u>Signature of Date Reporting Person

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) 879 options vest on 3/19/09; 879 options vest on 3/19/10; 879 options vest on 3/19/11; and 878 options vest on 3/19/12.

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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