

MELSHEIMER MEL P  
Form 4  
August 21, 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*<br><br>Melsheimer Mel P. | 2. Issuer Name <b>and</b> Ticker or Trading Symbol<br><br>Harris & Harris Group, Inc. (TINY) |                                                | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><table border="1"> <tr> <td><input type="checkbox"/></td> <td>Director</td> <td><input type="checkbox"/></td> <td>10% Owner</td> </tr> <tr> <td><input checked="" type="checkbox"/></td> <td>Officer (give title below)</td> <td><input type="checkbox"/></td> <td>Other (specify below)</td> </tr> </table><br>President, Chief Operating Officer, Chief Financial Officer, Treasurer and Chief Compliance Officer |   |                                                                   |            |                                     | <input type="checkbox"/>                                                    | Director                                                 | <input type="checkbox"/>                              | 10% Owner | <input checked="" type="checkbox"/> | Officer (give title below) | <input type="checkbox"/> | Other (specify below) |
|-------------------------------------------------------------------|----------------------------------------------------------------------------------------------|------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|-------------------------------------------------------------------|------------|-------------------------------------|-----------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|-----------|-------------------------------------|----------------------------|--------------------------|-----------------------|
| <input type="checkbox"/>                                          | Director                                                                                     | <input type="checkbox"/>                       | 10% Owner                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |   |                                                                   |            |                                     |                                                                             |                                                          |                                                       |           |                                     |                            |                          |                       |
| <input checked="" type="checkbox"/>                               | Officer (give title below)                                                                   | <input type="checkbox"/>                       | Other (specify below)                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |   |                                                                   |            |                                     |                                                                             |                                                          |                                                       |           |                                     |                            |                          |                       |
| (Last) (First) (Middle)<br><br>One Rockefeller Plaza, Suite 1430  | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)                | 4. Statement for Month/Year<br><br>August 2002 | 7. Individual or Joint/Group Filing (Check Applicable Line)<br><table border="1"> <tr> <td><input checked="" type="checkbox"/></td> <td>Form filed by One Reporting Person</td> </tr> <tr> <td><input type="checkbox"/></td> <td>Form filed by More than One Reporting Person</td> </tr> </table>                                                                                                                                                                                              |   |                                                                   |            | <input checked="" type="checkbox"/> | Form filed by One Reporting Person                                          | <input type="checkbox"/>                                 | Form filed by More than One Reporting Person          |           |                                     |                            |                          |                       |
| <input checked="" type="checkbox"/>                               | Form filed by One Reporting Person                                                           |                                                |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |   |                                                                   |            |                                     |                                                                             |                                                          |                                                       |           |                                     |                            |                          |                       |
| <input type="checkbox"/>                                          | Form filed by More than One Reporting Person                                                 |                                                |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |   |                                                                   |            |                                     |                                                                             |                                                          |                                                       |           |                                     |                            |                          |                       |
| (Street)<br>New York, NY 10020                                    | <b>Table I —Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>       |                                                |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |   |                                                                   |            |                                     |                                                                             |                                                          |                                                       |           |                                     |                            |                          |                       |
| (City) (State) (Zip)                                              |                                                                                              |                                                |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |   |                                                                   |            |                                     |                                                                             |                                                          |                                                       |           |                                     |                            |                          |                       |
| 1. Title of Security (Instr. 3)                                   | 2. Transaction Date (Month/Day/Year)                                                         | 3. Transaction Code (Instr.8)                  | Code                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | V | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | (A) or (D) | Price                               | 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) |           |                                     |                            |                          |                       |
| Common Stock                                                      | 8/8/02                                                                                       | P                                              | V                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |   | 2,000                                                             | A          | \$2.4697                            |                                                                             |                                                          |                                                       |           |                                     |                            |                          |                       |
| Common Stock                                                      | 8/15/02                                                                                      | P                                              | V                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |   | 1,000                                                             | A          | \$2.41995                           |                                                                             |                                                          |                                                       |           |                                     |                            |                          |                       |
| Common Stock                                                      | 8/16/02                                                                                      | P                                              | V                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |   | 2,800                                                             | A          | \$2.43639                           |                                                                             |                                                          |                                                       |           |                                     |                            |                          |                       |
| Common Stock                                                      | 8/19/02                                                                                      | P                                              | V                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |   | 1,000                                                             | A          | \$2.41995                           |                                                                             |                                                          |                                                       |           |                                     |                            |                          |                       |
| Common Stock                                                      | 8/20/02                                                                                      | P                                              | V                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |   | 2,529                                                             | A          | \$2.4195                            | 56,000 <sup>A</sup>                                                         |                                                          | D                                                     |           |                                     |                            |                          |                       |

[illegible]

### Explanation of Responses:

A 13,334 shares are held jointly by Mel P. Melsheimer and his wife.

/s/ Mel P. Melsheimer August 21, 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).**

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.