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HARRIS & HARRIS GROUP INC /NY/
Form SC 13G
April 27, 2004

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No.)*

HARRIS & HARRIS GROUP, INC.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

413833104

(CUSIP Number)

August 2, 2002

(Date of Event Which Requires Filing of This Statement)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Page 1 of 21 pages

CUSIP No. 413833104

Page 2 of 21 Pages

SCHEDULE 13G

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1 NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Edwin S. Marks

127-28-3950

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER	328,919 shares
	6	SHARED VOTING POWER	382,915 shares
	7	SOLE DISPOSITIVE POWER	328,919 shares
	8	SHARED DISPOSITIVE POWER	382,915 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
711,834 shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
[X]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
6.19%

12 TYPE OF REPORTING PERSON*
IN

*SEE INSTRUCTION BEFORE FILLING OUT!

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CUSIP No. 413833104

Page 3 of 21 Pages

SCHEDULE 13G

1 NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Nancy A. Marks

026-24-9247

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER	321,912 shares
	6	SHARED VOTING POWER	0
	7	SOLE DISPOSITIVE POWER	321,912 shares
	8	SHARED DISPOSITIVE POWER	0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

321,912 shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

[X]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

2.80%

12 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTION BEFORE FILLING OUT!

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Pages 3 of 21 pages

CUSIP No. 413833104

Page 4 of 21 Pages

SCHEDULE 13G

1 NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Linda Katz

128-38-0399

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 7,668 shares

6 SHARED VOTING POWER
0

7 SOLE DISPOSITIVE POWER
7,668 shares

8 SHARED DISPOSITIVE POWER
0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,668 shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* [X]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

.07%

12 TYPE OF REPORTING PERSON*

IN

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*SEE INSTRUCTION BEFORE FILLING OUT!

Pages 4 of 21 pages

CUSIP No. 413833104

Page 5 of 21 Pages

SCHEDULE 13G

1 NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Carolyn Marks

128-38-0800

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF 15,001 shares
SHARES

BENEFICIALLY OWNED

6 SHARED VOTING POWER

BY EACH 0
REPORTING
PERSON

7 SOLE DISPOSITIVE POWER

WITH 15,001 shares

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

15,001 shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

[X]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

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.13%

12 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTION BEFORE FILLING OUT!

Pages 5 of 21 pages

CUSIP No. 413833104

Page 6 of 21 Pages

SCHEDULE 13G

1 NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Carl Marks & Co. Inc.

13-3146265

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

	5	SOLE VOTING POWER	38,334 shares
NUMBER OF SHARES			
BENEFICIALLY	6	SHARED VOTING POWER	0
OWNED			
BY EACH			
REPORTING	7	SOLE DISPOSITIVE POWER	38,334 shares
PERSON			
WITH	8	SHARED DISPOSITIVE POWER	0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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38,334 shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

[X]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

.33%

12 TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTION BEFORE FILLING OUT!

Pages 6 of 21 pages

CUSIP No. 413833104

Page 7 of 21 Pages

SCHEDULE 13G

PRELIMINARY NOTE

THIS COMBINED STATEMENT IS BEING FILED ON BEHALF OF EDWIN S. MARKS,
NANCY A. MARKS, CARL MARKS & CO. INC., LINDA KATZ AND CAROLYN MARKS.

ITEM 1.

- (a) Name of Issuer:
Harris & Harris Group, Inc.
- (b) Address of Issuer's Principal Executive Offices:
One Rockefeller Plaza
Rockefeller Center
New York, New York 10020

ITEM 2.

- (a) Name of Persons Filing:
Edwin S. Marks, Nancy A. Marks, Carl Marks & Co. Inc.,
Linda Katz and Carolyn Marks
- (b) Address of Principal Business Office or, if none, Residence:

The principal business office of each Reporting Person is:

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135 East 57th Street
27th Floor
New York, NY 10022

(c) Citizenship:

Edwin S. Marks: United States
Nancy A. Marks: United States
Linda Katz: United States
Carolyn Marks: United States
Carl Marks & Co. Inc: New York

(d) Title of Class of Securities:

Common Stock

(e) CUSIP Number:

413833104

Page 7 of 21 pages

CUSIP No. 413833104

Page 8 of 21 Pages

SCHEDULE 13G

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULE 13d-1(b) OR (c), OR 13d-2(b), CHECK WHETHER THE PERSON FILING IS A:

NOT APPLICABLE

- (a) Broker or Dealer registered under Section 15 of the Act
- (b) Bank as defined in section 3(a)(6) of the Act
- (c) Insurance Company as defined in section 3(a)(19) of the Act
- (d) Investment Company registered under section 8 of the Investment Company Act
- (e) Investment Adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) Employee Benefit Plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) Parent Holding Company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C.ss.1813);
- (i) A church plan that is excluded from the definition of investment company under Section 3(c)(14) of the Investment Company Act of 1940;

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(j) [] Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

ITEM 4. OWNERSHIP

a.	Amount beneficially owned:	711,834
	(i) Edwin S. Marks	328,919
	(ii) Nancy A. Marks	321,912
	(iii) Carl Marks & Co. Inc.	38,334
	(iv) Linda Katz	7,668
	(v) Carolyn Marks	15,001
b.	Percent of class:	6.19%
c.	Number of shares:	
	(i) Sole power to vote or direct vote:	
	Edwin S. Marks	328,919
	Nancy A. Marks	321,912
	Carl Marks & Co. Inc.	38,334
	Linda Katz	7,668
	Carolyn Marks	15,001
	(ii) Shared Power to vote or direct vote:	

Page 8 of 21 pages

CUSIP No. 413833104

Page 9 of 21 Pages

SCHEDULE 13G

	Edwin S. Marks	382,915
	All other Reporting Persons	0
(iii)	Sole power to dispose or to direct disposition of: Same response as (c)(i) above.	
(iv)	Shared power to dispose or direct the disposition of: Same response as (c)(ii) above.	

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

NOT APPLICABLE

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

NOT APPLICABLE

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON.

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NOT APPLICABLE

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

NOT APPLICABLE

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

NOT APPLICABLE

ITEM 10. CERTIFICATIONS

SEE ATTACHED CERTIFICATIONS

Pages 9 of 21 pages

CUSIP No. 413833104

Page 10 of 21 Pages

SCHEDULE 13G

CERTIFICATION

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not being held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

/s/ Edwin S. Marks

Edwin S. Marks

Page 10 of 21 pages

CUSIP No. 413833104

Page 11 of 21 Pages

SCHEDULE 13G

CERTIFICATION

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not being held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

/s/ Nancy A. Marks

Nancy A. Marks

Page 11 of 21 pages

CUSIP No. 413833104

Page 12 of 21 Pages

SCHEDULE 13G

CERTIFICATION

By signing below the undersigned certifies that, to the best of its knowledge and belief, the securities referred to above were not acquired and are not being held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Carl Marks & Co. Inc.

By: /s/ David Shnitkin

Name: David Shnitkin
Title: Controller

Page 12 of 21 pages

CUSIP No. 413833104

Page 13 of 21 Pages

SCHEDULE 13G

CERTIFICATION

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not being held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

/s/ Linda Katz

Linda Katz

Page 13 of 21 pages

CUSIP No. 413833104

Page 14 of 21 Pages

SCHEDULE 13G

CERTIFICATION

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not being held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

/s/ Carolyn Marks

Carolyn Marks

Page 14 of 21 pages

CUSIP No. 413833104

Page 15 of 21 Pages

SCHEDULE 13G

EXHIBITS

A. Joint Filing Statement

See Exhibit A on page 21.

Page 15 of 21 pages

Edgar Filing: HARRIS & HARRIS GROUP INC /NY/ - Form SC 13G

CUSIP No. 413833104

Page 16 of 21 Pages

SCHEDULE 13G

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

/s/ Edwin S. Marks

Edwin S. Marks

Dated: September 16, 2002

Page 16 of 21 pages

CUSIP No. 413833104

Page 17 of 21 Pages

SCHEDULE 13G

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

/s/ Nancy A. Marks

Nancy A. Marks

Dated: September 16, 2002

Page 17 of 21 pages

CUSIP No. 413833104

Page 18 of 21 Pages

SCHEDULE 13G

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

CARL MARKS & CO. INC.

By: /s/ David Shnitkin

Name: David Shnitkin
Title: Controller

Dated: September 16, 2002

Page 18 of 21 pages

CUSIP No. 413833104

Page 19 of 21 Pages

SCHEDULE 13G

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

/s/ Linda Katz

Linda Katz

Dated: September 16, 2002

Page 19 of 21 pages

CUSIP No. 413833104

Page 20 of 21 Pages

SCHEDULE 13G

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

/s/ Carolyn Marks

Carolyn Marks

Dated: September 16, 2002

Page 20 of 21 pages

CUSIP No. 413833104

Page 21 of 21 Pages

SCHEDULE 13G

EXHIBIT A - JOINT FILING STATEMENT

Pursuant to Rule 13d-1(k)(1), we, the undersigned, hereby express our agreement that the Schedule 13G for Harris & Harris Group, Inc. is filed on behalf of each of us. This agreement may be signed in any number of counterparts, each of which shall be an original, with the same effect as if the signatures thereto and hereto were upon the same instrument.

Dated: September 16, 2002

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/s/ Edwin S. Marks

Edwin S. Marks

/s/ Nancy A. Marks

Nancy A. Marks

CARL MARKS & CO INC.

By: /s/ David Shnitkin

Name: David Shnitkin

Title: Controller

/s/ Linda Katz

Linda Katz

/s/ Carolyn Marks

Carolyn Marks