

JAMISON DOUGLAS W  
 Form 4  
 December 28, 2006

**FORM 4**

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

OMB APPROVAL

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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 OF SECURITIES**

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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**JAMISON DOUGLAS W**

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  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 12/26/2006

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

NEW YORK, NY 10019

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/26/2006		M		14,913	A	\$ 10.11
							15,558
Common Stock	12/26/2006		S <sup>(1)</sup>		14,913	D	\$ 12.3402
							<sup>(2)</sup>
Common Stock	12/26/2006		M		479	A	\$ 10.11
							1,124
Common Stock	12/27/2006		M		10,000	A	\$ 10.11
							11,124
	12/27/2006		S <sup>(3)</sup>		10,000	D	
							1,124
							D

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Common Stock \$ 12.3988  
(4)

Common Stock 12/27/2006 M 330 A \$ 10.11 1,454 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stock Option (Right to Buy)	\$ 10.11	12/26/2006		M	14,913	12/26/2006 06/26/2007		Common Stock	14,913
Employee Stock Option (Right to Buy)	\$ 10.11	12/26/2006		M	479	12/26/2006 06/26/2016		Common Stock	479
Employee Stock Option (Right to Buy)	\$ 10.11	12/27/2006		M	10,000	12/26/2006 06/26/2007		Common Stock	10,000
Employee Stock Option (Right to Buy)	\$ 10.11	12/27/2006		M	330	12/26/2006 06/26/2016		Common Stock	330

# Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JAMISON DOUGLAS W 111 WEST 57TH STREET, SUITE 1100 NEW YORK, NY 10019			President	

## Signatures

/s/ Douglas W.  
Jamison

12/28/2006

\*\*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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 22, 2006.
- (2) Shares were sold for an average price of \$12.3402 in 58 transactions with share prices ranging from \$12.13 to \$12.79.
- (3) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 22, 2006.
- (4) Shares were sold for an average price of \$12.3988 in 67 transactions with share prices ranging from \$12.06 to \$12.61.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.  
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