Andreev Alexei A Form 4 June 11, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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

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obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Andreev Alexei A		ing Person *	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) 1450 BROAD	(First)	(Middle) OOR 24	3. Date of Earliest Transaction (Month/Day/Year) 06/11/2012	Director 10% Owner Other (specify below)			
NEW YORK	(Street) , NY 10018		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)	(Zin)					

(City)	(State) (Table Table	e I - Non-D	erivative Se	curitie	s Acqı	uired, Disposed of	f, or Beneficial	y Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securitie	s Acqu	ired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	n(A) or Disp	osed of	f (D)	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)			Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					(4)		Reported		
					(A)		Transaction(s)		
			~		or		(Instr. 3 and 4)		
			Code V	Amount	(D)	Price	`		
Common Stock	06/11/2012		A	120,000	A	\$0	144,041	D	

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)

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2.			4.				7. Title and Amount	
	(Month/Day/Year)	· · · · · · · · · · · · · · · · · · ·					Underlying Securities	
		•			` .	/ Y ear)	(Instr. 3 and	4)
		(Month/Day/Tear)	(Illstr. 8)	* ` ′				
				* '				
Security								
				3)				
					Date	*	Title	Amount of Number of
			Code V	(A) (D) Exercisable	Date		Shares
							Common	
<u>(1)</u>	06/11/2012		A	180,000	<u>(1)</u>	(1)	Stock	180,000
	2. Conversion or Exercise Price of Derivative Security	Conversion or Exercise Price of Derivative Security (Month/Day/Year)	or Exercise any Price of (Month/Day/Year) Derivative Security	Conversion (Month/Day/Year) Execution Date, if any Code Price of (Month/Day/Year) (Instr. 8) Derivative Security Code V	Conversion (Month/Day/Year) Execution Date, if any Code Securities Price of (Month/Day/Year) (Instr. 8) Acquired (A) or Derivative Security Disposed of (D (Instr. 3, 4, and 5)) Code V (A) (D	Conversion or Exercise Price of Derivative Security Execution Date, if any Code Securities (Month/Day/Year) (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Exercisable	Conversion or Exercise Price of Derivative Price of Derivative Security	Conversion or Exercise Price of Perivative Security Execution Date, if any Code Securities (Month/Day/Year) (Month/Day/Year) Execution Date, if any Code Securities (Month/Day/Year) (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Code V (A) (D) Date Expiration Date (Month/Day/Year) Title Code V (A) (D) Common

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Andreev Alexei A 1450 BROADWAY FLOOR 24 NEW YORK, NY 10018

Executive Vice President

Signatures

/s/ Jackie Matthews by Power of Attorney

06/11/2012

**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).
- One-fifth of the shares of restricted stock vest and settle upon the Company's common stock achieving a market price of \$5, \$6, \$7, \$8, and \$9, respectively.

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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