

MELSHEIMER MEL P  
Form 4  
December 20, 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  
OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response...0.5

(Print or Type Responses)

1. Name and Address of Reporting Person*  Melsheimer Mel P.			2. Issuer Name <b>and</b> Ticker or Trading Symbol  Harris & Harris Group, Inc. (TINY)			6. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
						<input type="checkbox"/>	Director	<input type="checkbox"/>	10% Owner	
						<input checked="" type="checkbox"/>	Officer (give title below)	<input type="checkbox"/>		Other (specify below)
						President, Chief Operating Officer, Chief Financial Officer, Treasurer and Chief Compliance Officer				
(Last) (First) (Middle)  One Rockefeller Plaza, Suite 1430			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		4. Statement for Month/Year  December 2002		7. Individual or Joint/Group Filing (Check Applicable Line)			
(Street) New York, NY 10020					5. If Amendment, Date of Original (Month/Year)		<input checked="" type="checkbox"/>	Form filed by One Reporting Person		
(City) (State) (Zip)							<input type="checkbox"/>	Form filed by More than One Reporting Person		
<b>Table I — Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>										
1. Title of Security (Instr. 3)	2. Transaction Date (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 at End of Month (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/19/02		P	V	9,218	A	\$2.3245476			
Common Stock	12/20/02		P	V	210	A	\$2.2895238	80,210 A		D

FORM 4 (continued)		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)	4. Transaction Code of (Instr. 3)	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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	10. Ownership Form of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Explanation of Responses:

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

/s/ Mel P. Melsheimer                      December 20, 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).

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