

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

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

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934  
(Amendment No. 1)\*

HARRIS & HARRIS GROUP, INC.

-----  
(Name of Issuer)

Common Stock

-----  
(Title of Class of Securities)

413833104

-----  
(CUSIP Number)

December 31, 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).

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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

5 SOLE VOTING POWER

301,419 shares

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED  
BY EACH  
REPORTING  
PERSON  
WITH

6 SHARED VOTING POWER

301,419 shares

7 SOLE DISPOSITIVE POWER

301,419 shares

8 SHARED DISPOSITIVE POWER

301,419 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

656,834 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

5.71%

12 TYPE OF REPORTING PERSON\*

IN

\*SEE INSTRUCTION BEFORE FILLING OUT!

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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

5 SOLE VOTING POWER

294,412 shares

NUMBER OF  
 SHARES  
 BENEFICIALLY  
 OWNED  
 BY EACH  
 REPORTING  
 PERSON  
 WITH

6 SHARED VOTING POWER

0

7 SOLE DISPOSITIVE POWER

294,412 shares

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

294,412 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

2.56%

12 TYPE OF REPORTING PERSON\*

IN

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|  |   |                          |
|--|---|--------------------------|
| 1  | NAME OF REPORTING PERSON<br>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) [ ]<br>(b) [X]       |
| -----  |   |                          |
| 3  | SEC USE ONLY  |                          |
| -----  |   |                          |
| 4  | CITIZENSHIP OR PLACE OF ORGANIZATION  |                          |
|  | United States   |                          |
| -----  |   |                          |
|  | 5   | SOLE VOTING POWER        |
|  |   | 7,668 shares             |
| -----  |   |                          |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED<br>BY EACH<br>REPORTING<br>PERSON<br>WITH | 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<br>SHARES*      |                          |
|  | [X]   |                          |
| -----  |   |                          |
| 11   | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9                               |                          |

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.07%

12 TYPE OF REPORTING PERSON\*

IN

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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

15,001 shares

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED  
BY EACH  
REPORTING  
PERSON  
WITH

6 SHARED VOTING POWER

0

7 SOLE DISPOSITIVE POWER

15,001 shares

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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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 .13%

12 TYPE OF REPORTING PERSON\* IN

\*SEE INSTRUCTION BEFORE FILLING OUT!

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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 OWNED BY EACH 6 SHARED VOTING POWER 0

7 SOLE DISPOSITIVE POWER

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|                             |  |
|-----------------------------|--|
| REPORTING<br>PERSON<br>WITH | 38,334 shares  |
| 8                           | SHARED DISPOSITIVE POWER   |
|                             | 0  |
| 9                           | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING<br>PERSON          |
|                             | 38,334 shares  |
| 10                          | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN<br>SHARES* |
|                             | <input checked="" type="checkbox"/> [X]                                  |
| 11                          | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9                          |
|                             | .33%   |
| 12                          | TYPE OF REPORTING PERSON*  |
|                             | CO   |

\*SEE INSTRUCTION BEFORE FILLING OUT!

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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:

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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:

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:

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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



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

ITEM 4. OWNERSHIP

|    |  |         |
|----|--|---------|
| a. | Amount beneficially owned:             | 656,834 |
|    | (i) Edwin S. Marks                     | 301,419 |
|    | (ii) Nancy A. Marks                    | 294,412 |
|    | (iii) Carl Marks & Co. Inc.            | 38,334  |
|    | (iv) Linda Katz                        | 7,668   |
|    | (v) Carolyn Marks                      | 15,001  |
| b. | Percent of class:                      | 5.71%   |
| c. | Number of shares:                      |         |
|    | (i) Sole power to vote or direct vote: |         |
|    | Edwin S. Marks                         | 301,419 |
|    | Nancy A. Marks                         | 294,412 |
|    | Carl Marks & Co. Inc.                  | 38,334  |
|    | Linda Katz                             | 7,668   |
|    | Carolyn Marks                          | 15,001  |

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- (ii) Shared Power to vote or direct vote:

|                             |         |
|-----------------------------|---------|
| Edwin S. Marks              | 355,415 |
| 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

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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.

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

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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

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Edwin S. Marks

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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

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Nancy A. Marks

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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

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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

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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

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Carolyn Marks

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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: February 11, 2003

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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: February 11, 2003

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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: February 11, 2003



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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: February 11, 2003

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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: February 11, 2003

