

HARRIS & HARRIS GROUP INC /NY/  
Form SC 13G/A  
May 20, 2004

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

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934  
(Amendment No. 2)\*

HARRIS & HARRIS GROUP, INC.

-----  
(Name of Issuer)

Common Stock

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

413833104

-----  
(CUSIP Number)

December 31, 2003

-----  
(Date of Event Which Requires Filing of This Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

[ ] Rule 13d-1(b)

[X] Rule 13d-1(c)

[ ] Rule 13d-1(d)

\*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

Estate of Edwin S. Marks

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

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

0 shares

6 SHARED VOTING POWER

0 shares

7 SOLE DISPOSITIVE POWER

0 shares

8 SHARED DISPOSITIVE POWER

0 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0 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

0%

12 TYPE OF REPORTING PERSON\*

00

\*SEE INSTRUCTION BEFORE FILLING OUT!

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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

Nancy A. Marks

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 279,798 shares  
SHARES

BENEFICIALLY OWNED 6 SHARED VOTING POWER

BY EACH 0  
REPORTING PERSON  
WITH

7 SOLE DISPOSITIVE POWER

279,798 shares

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

279,798 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

2.03%

12 TYPE OF REPORTING PERSON\*

IN

\*SEE INSTRUCTION BEFORE FILLING OUT!

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

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Linda Katz

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

.06%

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

Carolyn Marks

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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

15,001 shares

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

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

.11%

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

Carl Marks & Co. Inc.

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

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3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

5 SOLE VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY

0 shares

OWNED  
BY EACH  
REPORTING  
PERSON  
WITH

6 SHARED VOTING POWER

0

7 SOLE DISPOSITIVE POWER

0 shares

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0 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

0%

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 ESTATE 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.

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(b) Address of Issuer's Principal Executive Offices:

111 West 57th Street  
Suite 1100  
New York, New York 10019

ITEM 2.

(a) Name of Persons Filing:

Estate of 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:

900 Third Avenue  
33rd Floor  
New York, NY 10022

(c) Citizenship:

Estate of Edwin S. Marks:	New York
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

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- (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. (Section) 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:	302,467
(i)	Estate of Edwin S. Marks	0
(ii)	Nancy A. Marks	279,798
(iii)	Carl Marks & Co. Inc.	0
(iv)	Linda Katz	7,668
(v)	Carolyn Marks	15,001
b.	Percent of class:	2.19%
c.	Number of shares:	
(i)	Sole power to vote or direct vote:	
	Estate of Edwin S. Marks	0
	Nancy A. Marks	279,798
	Carl Marks & Co. Inc.	0
	Linda Katz	7,668
	Carolyn Marks	15,001
(ii)	Shared Power to vote or direct vote:	

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- No Reporting Person has the shared power to vote or direct the vote for the shares reported.
- (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



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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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CERTIFICATION  
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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.

Estate of Edwin S. Marks

By: /s/ Nancy A. Marks  
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Name: Nancy A. Marks  
Title: Executor

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SCHEDULE 13G

CERTIFICATION  
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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.

By: /s/ Nancy A. Marks  
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Nancy A. Marks

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SCHEDULE 13G

CERTIFICATION  
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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  
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Name: David Shnitkin  
Title: Controller

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CERTIFICATION

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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.

By: /s/ Linda Katz

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Linda Katz

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SCHEDULE 13G

CERTIFICATION

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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.

By: /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.

Estate of Edwin S. Marks

By: /s/ Nancy A. Marks

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Name: Nancy A. Marks  
Title: Executor

Dated: May 12, 2004

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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.

By: /s/ Nancy A. Marks

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Nancy A. Marks

Dated: May 12, 2004

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SIGNATURE

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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

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Name: David Shnitkin  
Title: Controller

Dated: May 12, 2004

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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.

By: /s/ Linda Katz

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Linda Katz

Dated: May 12, 2004

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I

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certify that the information set forth in this statement is true, complete and correct.

By: /s/ Carolyn Marks

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Carolyn Marks

Dated: May 12, 2004

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