HARRIS & HARRIS GROUP INC /NY/ Form 8-K May 05, 2004

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

> > FORM 8-K

Current Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported):

May 4, 2004

HARRIS & HARRIS GROUP, INC.

_____ (Exact name of registrant as specified in its charter)

of incorporation)

New York0-1157613-3119827(State or other(Commission File Number)(I.R.S. Employer
Identification No.)

111 West 57th Street New York, New York 10019

(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: (212) 582-0900

Item 7. Financial Statements and Exhibits

- (a) Not applicable.
- (b) Not applicable.
- (c) Exhibits.

Exhibit No. Description 14 Code of Ethics

Item 9. Regulation FD Disclosure.

In accordance with interim guidance of the Securities and Exchange

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Commission, this disclosure pursuant to Item 12 of Form 8-K is made under Item 9.

On May 4, 2004, the Board of Directors of Harris & Harris Group, Inc. adopted a company-wide code of ethics. The text of the code of ethics is included as an exhibit to this Form 8-K. Pursuant to the rules and regulations of the Securities and Exchange Commission, such exhibit and the information set forth therein and herein is deemed to be furnished and shall not be deemed to be filed.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 5, 2004

HARRIS & HARRIS GROUP, INC.

By: /s/ Helene B. Shavin Helene B. Shavin Vice President and Controller

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EXHIBIT INDEX

Exhibit No. Description

14 Code of Ethics

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