

HARTE HANKS INC
Form 4
October 02, 2007

FORM 4

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

OMB APPROVAL

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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 OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
FRANKLIN LARRY

(Last) (First) (Middle)

200 CONCORD PLAZA DR.,
SUITE 800

(Street)

SAN ANTONIO, TX 78216

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
HARTE HANKS INC [HHS]

3. Date of Earliest Transaction
(Month/Day/Year)
09/28/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	05/11/2007		G	V 1,000	D \$ 0	1,790,257	D
Common Stock	05/14/2007		G	V 1,000	D \$ 0	1,789,257	D
Common Stock	05/21/2007		G	V 2,000	D \$ 0	1,787,257	D
Common Stock	08/01/2007		G	V 8,160	D \$ 0	1,779,097	D
Common Stock	08/08/2007		G	V 10,000	D \$ 0	1,769,097	D

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Common Stock	09/28/2007	M	150,000 <u>(1)</u>	A	\$ 11.7292	619,097 <u>(2)</u>	D	
Common Stock						1,980,200	I	Family Trusts

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)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount of Number of Shares
Stock Option (right to buy)	\$ 11.7292	09/28/2007		M	150,000	01/28/2003 01/28/2008	Common Stock 150,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
FRANKLIN LARRY 200 CONCORD PLAZA DR., SUITE 800 SAN ANTONIO, TX 78216	X

Signatures

Bryan J. Pechersky, Power of Attorney
10/02/2007
**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).
- (1) The Reporting Person satisfied the applicable exercise price and taxes from the option exercise in cash. Accordingly, the Reporting Person retained all underlying shares of common stock received by the Reporting Person in connection with his option exercise.
- (2) Reflects exempt changes in the form of beneficial ownership from direct to indirect as a result of transfers to the Family Trusts.

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(3) These options were granted pursuant to the Harte-Hanks 1991 Omnibus Incentive Plan.

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

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