

HUFF JESSICA
Form 4
February 08, 2011

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 *
HUFF JESSICA

(Last) (First) (Middle)
9601 MCALLISTER FREEWAY,
SUITE 610
(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)
02/05/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
VP Finance, Controller and CAO

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)
			Code	V	Amount (A) or (D) Price		
Common Stock	02/05/2011		A		4,000 (1) \$ 0	D	
Common Stock	02/05/2011		A		4,988 (2) \$ 0	D	
Common Stock	02/05/2011		F		331 (3) \$ 12.31	D	
Common Stock	02/07/2011		M		7,500 A \$ 6.04	D	
Common Stock	02/07/2011		S		6,966 D \$ 12.6735	D	

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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)	8. Amount or Number of Shares
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Stock Option (right to buy)	\$ 6.04	02/07/2011		M	7,500	⁽⁴⁾ 02/05/2019	Common	7,500
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HUFF JESSICA 9601 MCALLISTER FREEWAY, SUITE 610 SAN ANTONIO, TX 78216			VP Finance, Controller and CAO	

Signatures

Robert L. R. Munden, Power of Attorney
02/08/2011

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) These shares of restricted stock were issued pursuant to the 2005 Omnibus Incentive Plan and vests in three equal installments on the first through third anniversaries of the grant date.
 - (2) These shares of restricted stock were issued pursuant to the 2005 Omnibus Incentive Plan and 100% of such shares will vest on February 5, 2014.
 - (3)

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These shares were withheld from a previously reported grant of restricted stock made pursuant to the 2005 Omnibus Incentive Plan in order to pay applicable withholding taxes upon vesting.

- (4) This option vests in 25% increments on the second through fifth anniversaries of the grant date.

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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