HARTE HANKS INC

Form 4

October 02, 2007

FORM 4

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

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to **SECURITIES** Section 16. Form 4 or

> 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

1(b).

Form 5

obligations

may continue.

See Instruction

(Print or Type Responses)

1. Name and Address of Reporting Person * FRANKLIN LARRY

> (Last) (First) (Middle)

200 CONCORD PLAZA DR., SUITE 800

(Street)

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)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

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

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

Form filed by More than One Reporting

SAN ANTONIO, TX 78216

| (City) | (State) | (Zip) 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. 4. Securities Acquired (A) or TransactionDisposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or | | | | | 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) | | |
| Common Stock | 05/11/2007 | | Code | V V | Amount 1,000 | (D) | Price \$ 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 $\frac{150,000}{(1)}$ A $\frac{\$}{11.7292}$ 619,097 $\frac{(2)}{2}$ D Common Stock 1,980,200 I Family Trusts

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| D S | Title of derivative ecurity (nstr. 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 tiorDerivative 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 |
| (1 | tock Option right to uy) | \$ 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 | | | | | |
|---|---------------|-----------|---------|-------|--|--|
| . 0 | 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.

Reporting Owners 2

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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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.