HUFF JESSICA Form 4

February 08, 2011

FORM 4

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

Check this box if no longer subject to

Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

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(b).

(Last)

1. Name and Address of Reporting Person * **HUFF JESSICA**

(First) (Middle)

9601 MCALLISTER FREEWAY,

SUITE 610

(Street)

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)

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response...

0.5

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

VP Finance, Controller and CAO

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

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. Transaction Code (Instr. 8)	4. Securities Acquired (A) ctiomr Disposed of (D) (Instr. 3, 4 and 5) (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	02/05/2011		Code V A	Amount 4,000 (1)	(D)	Price \$ 0	13,816	D		
Common Stock	02/05/2011		A	4,988 (2)	A	\$ 0	18,804	D		
Common Stock	02/05/2011		F	331 (3)	D	\$ 12.31	18,473	D		
Common Stock	02/07/2011		M	7,500	A	\$ 6.04	25,973	D		
Common Stock	02/07/2011		S	6,966	D	\$ 12.6735	19,007	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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SEC 1474 (9-02)

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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)	4. Transactic Code (Instr. 8)	5. Number stion Derivative Securities (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 or Number of Shares
Stock Option (right to buy)	\$ 6.04	02/07/2011	M		7,500	<u>(4)</u>	02/05/2019	Common	7,500

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 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)

Reporting Owners 2

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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. 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.