

HARTE HANKS INC
Form 4
November 02, 2004

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)
10/25/2004

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)
Chairman of the Board

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	10/25/2004		G	V 1,000 D \$ 0	3,001,498	D	
Common Stock	10/28/2004		G	V 10,000 D \$ 0	2,991,498	D	
Common Stock	10/29/2004		G	V 15,000 D \$ 0	2,976,498	D	
Common Stock	10/29/2004		M	150,000 A \$ 8.5833	3,126,498	D	
Common Stock	10/29/2004		F	31,462 D \$ 25.77	3,095,036	D	

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Common Stock	10/29/2004		F	49,961	D	\$ 25.77	3,045,075	D	
Common Stock	10/29/2004		S	600	D	\$ 25.7	3,044,475	D	
Common Stock	10/29/2004		S	1,600	D	\$ 25.71	3,042,875	D	
Common Stock	10/29/2004		S	200	D	\$ 25.72	3,042,675	D	
Common Stock	10/29/2004		S	600	D	\$ 25.73	3,042,075	D	
Common Stock	10/29/2004		S	3,300	D	\$ 25.74	3,038,775	D	
Common Stock	10/29/2004		S	2,700	D	\$ 25.75	3,036,075	D	
Common Stock	10/29/2004		S	500	D	\$ 25.77	3,035,575	D	
Common Stock	10/29/2004		S	100	D	\$ 25.85	3,035,475	D	
Common Stock	10/29/2004		S	400	D	\$ 25.86	3,035,075	D	
Common Stock	11/02/2004		G V	2,000	D	\$ 0	3,033,075	D	
Common Stock	11/02/2004		G V	1,000	D	\$ 0	3,032,075	D	
Common Stock	11/02/2004		G V	10,000	D	\$ 0	3,022,075	D	
Common Stock							55,000	I	Trust
Common Stock							55,000	I	Trust

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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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Derivative Security			Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			Code	V (A) (D)				
Stock Option (right to buy)	\$ 8.5833	10/29/2004	M	150,000	01/06/2002	01/06/2007	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		Chairman of the Board	

Signatures

Paul Steven Hacker, Power of Attorney
 11/02/2004
 **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) Option grant.

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.