SKIDMORE GARY J

Form 4

February 07, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

Number: 3235-0287

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Form 5
obligations
may continue.

See Instruction

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).

(Print or Type Responses)

1. Name and Address of Reporting Person * SKIDMORE GARY J			2. Issuer Name and Ticker or Trading Symbol HARTE HANKS INC [HHS]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) 9601 MCALL SUITE 610	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/05/2012	Director 10% Owner X Officer (give title Other (specify below) EVP and Pres, Direct Marketing			
SAN ANTON	(Street)	16	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State) (Zip) Table	e I - Non-D	erivative S	Securi	ties Acq	uired, Disposed o	of, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed 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	02/05/2012		Code V F	Amount 1,199 (1)	(D)	Price \$ 9.91	56,435	D	
Common Stock	02/05/2012		A	12,000 (2)	A	\$0	68,435	D	
Common Stock	02/05/2012		A	6,473 (3)	A	\$0	74,908	D	

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

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number.

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)	Execution Date, if TransactionDerivative any Code Securities		6. Date Exer Expiration D (Month/Day,	ate	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)	\$ 9.91	02/05/2012		A	28,000	<u>(4)</u>	02/05/2022	Common Stock	28,000

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SKIDMORE GARY J 9601 MCALLISTER FREEWAY, SUITE 610 SAN ANTONIO, TX 78216

EVP and Pres, Direct Marketing

Signatures

Robert L. R. Munden, Power of Attorney

02/07/2012

**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 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.
- (2) These shares of restricted stock were issued pursuant to the 2005 Omnibus Incentive Plan and vest in three equal installments on the first through third anniversaries of the grant date.
- (3) These shares of restricted stock were issued pursuant to the 2005 Omnibus Incentive Plan and will vest on February 5, 2013.
- (4) This option was granted under the 2005 Omnibus Incentive Plan and vests in four equal installments on the first through fourth 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.

Reporting Owners 2