

HARTE HANKS INC

Form 4

October 01, 2013

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
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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Paulsin Michael P

(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)
09/27/2013

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Sr. VP and President, Shoppers

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Ownership (Instr. 4)
Common Stock	09/27/2013		D	35,334	D 8.86 12,372	D	

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

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information contained in this form are not
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SEC 1474
(9-02)

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

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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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 26.31	09/27/2013		D	5,000	09/21/2007	09/21/2015	Common Stock	5,000
Employee Stock Option (right to buy)	\$ 25.8	09/27/2013		D	10,000	01/25/2008	01/25/2016	Common Stock	10,000
Employee Stock Option (right to buy)	\$ 26.07	09/27/2013		D	20,000	02/05/2009	02/05/2017	Common Stock	20,000
Employee Stock Option (right to buy)	\$ 15.9	09/27/2013		D	25,000	02/05/2010	02/05/2018	Common Stock	25,000
Employee Stock Option (right to buy)	\$ 11.9	09/27/2013		D	55,000	02/05/2012	02/05/2020	Common Stock	55,000
Employee Stock Option (right to buy)	\$ 12.31	09/27/2013		D	4,000	02/05/2012	02/05/2021	Common Stock	4,000
Employee Stock Option (right to buy)	\$ 9.91	09/27/2013		D	28,000	02/05/2013	02/05/2022	Common Stock	28,000
	\$ 6.04	09/27/2013		D	70,000	02/05/2011	02/05/2019		70,000

Employee
Stock
Option
(right to
buy)

Common
Stock

Employee
Stock
Option
(right to
buy)

\$ 7.72

09/27/2013

D

20,000

02/05/2014

02/05/2023

Common
Stock

20,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Paulsin Michael P 9601 MCALLISTER FREEWAY SUITE 610 SAN ANTONIO, TX 78216			Sr. VP and President, Shoppers	

Signatures

/s/ Robert L. R. Munden, Power of
Attorney

10/01/2013

__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 common stock were unvested and were cancelled by the issuer pursuant to the terms of its 2005 Omnibus Incentive Plan in exchange for \$8.86 per share, the fair value of the common stock on the transaction date.
- (2) This option was cancelled by the issuer pursuant to the terms of its 2005 Omnibus Incentive Plan in exchange for a payment equal to the in-the-money value of such option (if any) on the transaction 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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