

HARTE HANKS INC
Form 4
April 26, 2005

FORM 4

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

OMB APPROVAL

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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 *
HARTE HOUSTON H

(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)
04/14/2005

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)

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 Ownership (Instr. 4)
			Code	V Amount	(A) or (D) Price		
Common Stock	04/14/2005		G	V 55,721	D \$ 0 11,386,273	D	
Common Stock	04/14/2005		G	V 3,061,555 ⁽¹⁾	D \$ 0 8,324,718	D	
Common Stock	04/14/2005		G	V 3,061,555 ⁽¹⁾	A \$ 0 3,061,555	I	By family limited partnerships
Common Stock	04/14/2005		G	V 3,058,493.445 ⁽²⁾	D \$ 0 3,061.555	I	By family limited partnerships

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 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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HARTE HOUSTON H 200 CONCORD PLAZA DR. SUITE 800 SAN ANTONIO, TX 78216	X	X		

Signatures

Paul Steven Hacker, Power of Attorney
04/26/2005

**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).

In connection with the capitalization of three family limited partnerships, the Reporting Person contributed and transferred 1,033,900 shares directly to each of DHH 2005 Partners, L.P. and HRH 2005 Partners, L.P. and 990,693 shares directly to SEH 2005 Partners, L.P., of each of which he was then the sole limited partner. He also contributed and transferred 1,035 shares directly to each of DHH 2005 (1) Partners GP, Inc. and HRH 2005 Partners GP, Inc. and 992 shares directly to SEH 2005 Partners GP, Inc., each of which is the sole corporate general partner of its related family limited partnership. The Reporting Person is the sole shareholder of each such corporation. Each of the sole general partners then contributed and transferred their shares to their related limited partnership in connection with the capitalization of the three family limited partnerships.

(2)

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The Reporting Person assigned all of the limited partnership interests in each of DHH 2005 Partners, L.P., HRH 2005 Partners, L.P. and SEH 2005 Partners, L.P., representing 99.9% of the partnership interests in such partnerships, to one of three irrevocable trusts. He is not the trustee of any such trust and has no pecuniary interest therein. The Reporting Person disclaims any beneficial interest in the shares held by the trusts, except as a result of the 0.1% partnership interest held in the three family limited partnerships indirectly through the general partners thereof.

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.