

HARTE HANKS INC
Form 4
April 28, 2006

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 *
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)
04/26/2006

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 Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	04/13/2006		G	V 200 D \$ 0	2,684,759	D	
Common Stock	04/13/2006		G	V 200 A \$ 0	200 ⁽¹⁾	I	By Trust
Common Stock	04/19/2006		G	V 2,000 D \$ 0	2,682,759	D	
Common Stock	04/26/2006		J	380,000 ₍₂₎ D \$ 0	2,302,759	D	
Common Stock					190,000 ₍₃₎	I	By GRAT for wife

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Common Stock	190,000 ⁽³⁾	I	By GRAT
Common Stock	55,000	I	By Trust
Common Stock	55,000	I	By Trust

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 Owned Beneficially (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

FRANKLIN LARRY
200 CONCORD PLAZA DR., SUITE 800 X
SAN ANTONIO, TX 78216

Signatures

Sloane Levy, Power of Attorney
04/28/2006

 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 represent a transfer by gift to a trust established for the benefit of another person. As Co-Trustee, the Reporting Person does not have a pecuniary interest in these shares, but does retain voting and dispositive power.

These shares were previously reported as beneficially owned directly by the Reporting Person. On April 26, 2006, the Reporting Person and his wife entered into an agreement pursuant to which the Reporting Person agreed that his wife owns 190,000 shares as her sole and separate property and the Reporting Person's wife agreed that the Reporting Person owns 190,000 shares as his sole and separate property. These shares were previously owned together as community property.
- (2) Excludes 380,000 shares previously reported as owned directly which were contributed to two grantor retained annuity trusts ("GRAT") on April 27, 2006, one GRAT for the Reporting Person and one GRAT for his wife. The Reporting Person serves as the trustee for each of these trusts.
- (3)

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.