

SKIDMORE GARY J
Form 4
February 08, 2011

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 *
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) (First) (Middle)
9601 MCALLISTER FREEWAY,
SUITE 610

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/05/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP and Pres, Direct Marketing

SAN ANTONIO, TX 78216

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 or Price		
Common Stock	08/05/2010		G		2,000	D	\$ 0 36,387
Common Stock	02/05/2011		A		13,600 (1)	A	\$ 0 49,987
Common Stock	02/05/2011		A		8,882 (2)	A	\$ 0 58,869
Common Stock	02/05/2011		F		1,235 (3)	D	\$ 12.31 57,634

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. Amount or Number of Shares
Stock Option (right to buy)	\$ 12.31	02/05/2011		A	10,000	⁽⁴⁾ 02/05/2021	Common Stock	10,000

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
02/08/2011

**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 restricted stock were issued pursuant to the 2005 Omnibus Incentive Plan and vests in three equal installments on the first through third anniversaries of the grant date.
- (2) These shares of restricted stock were issued pursuant to the 2005 Omnibus Incentive Plan and 100% of such shares will vest on February 5, 2014.
- (3) 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.
- (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.

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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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