

KEARNES LAURILEE

Form 3

August 29, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â KEARNES LAURILEE
 (Last) (First) (Middle)

9601 MCALLISTER
 FREEWAY, SUITE 610

(Street)

SAN ANTONIO, Â TX Â 78216

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
 08/28/2018

3. Issuer Name and Ticker or Trading Symbol
 HARTE HANKS INC [HHS]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer Other
 (give title below) (specify below)
 Vice President and Controller

5. 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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Date Exercisable Expiration Date Title Amount or Number of Shares

(Instr. 5)

| | | | | | | | |
|-----------------------------|----------|----------|--------------|-------|------------|---|---|
| Stock Option (right to buy) | Â (1)(2) | Â (1)(2) | Common Stock | 2,364 | \$ (1) (2) | D | Â |
| Restricted Stock Units | Â (3) | Â (3) | Common Stock | 2,025 | \$ (3) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| KEARNES LAURILEE 9601 MCALLISTER FREEWAY, SUITE 610 SAN ANTONIO, TX 78216 | Â | Â | Â Vice President and Controller | Â |

Signatures

/s/ Jon C. Biro, Power of Attorney 08/28/2018

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

Includes (i) options to purchase 63 shares of common stock at \$60.40 pursuant to a grant made on February 5, 2009, which fully vested on February 5, 2013 and expires on February 5, 2019, (ii) options to purchase 250 shares of common stock at \$119.00 pursuant to a grant made on February 5, 2010, which fully vested on February 5, 2014 and expires on February 5, 2020, (iii) options to purchase 200 shares of common stock at \$123.10 pursuant to a grant made on February 5, 2011, which fully vested on February 5, 2015 and expires on February 5, 2021, (iv) options to purchase 300 shares of common stock at \$99.10 pursuant to a grant made on February 5, 2012, which fully vested on February 5, 2016 and expires on February 5, 2022, (v) options to purchase 400 shares of common stock at \$77.20 pursuant to a grant made on February 5, 2013, which fully vested on February 5, 2017 and expires on February 5, 2023.

Includes (i) options to purchase 297 shares of common stock at \$82.30 pursuant to a grant made on April 15, 2014, which fully vested on April 15, 2018 and expires on April 15, 2024, and (ii) options to purchase 854 shares of common stock at \$76.80 pursuant to a grant made on April 15, 2015, which vests in four equal installments on each of the first four anniversaries of the grant and expires on April 15, 2025.

Includes (i) 465 shares of phantom stock granted on April 15, 2016 which vests in four equal installments on each of the first four anniversaries of the grant and (ii) 1,560 shares of phantom stock granted on June 23, 2017 which vests in four equal installments on each of the first four anniversaries of the grant. Each share of phantom stock is the economic equivalent of one share of Issuer's common stock.

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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