GAYDEN WILLIAM

Form 4 April 01, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

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January 31, 2005

0.5

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OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

Check this box

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 See Instruction

Stock

1(b).

(Print or Type Responses)

1 Name and Address of Departing D

04/01/2010

	WILLIAM	Symbol					Issuer			
		HAKIE	HARTE HANKS INC [HHS]				(Check all applicable)			
(Last)	(First) (M	fiddle) 3. Date of	Earliest Tr	ansaction						
		(Month/D	ay/Year)				_X_ Director		Owner	
9601 MCA SUITE 610	LLISTER FREEW)	VAY, 04/01/20	04/01/2010				Officer (give below)	titleOther below)	er (specify	
	4. If Ame	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check				
SAN ANT	ONIO, TX 78216	Filed(Mor	th/Day/Year)			Applicable Line) _X_ Form filed by 0 Form filed by M	1 0		
5/111/1111	01110, 171 /0210						Person			
(City)	(State)	(Zip) Tabl	e I - Non-D	erivative	Secur	rities Acq	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ties A	cquired	5. Amount of	6. Ownership	7. Nature o	
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Di	ispose	d of (D)	Securities	Form: Direct	Indirect	
(Instr. 3)		any (Month/Day/Year)	Code (Instr. 8)	(Instr. 3,	4 and	5)	Beneficially Owned Following	(D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)			
Common	0.4.04.004.0			1,186		\$	5 0.601	-		

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

Α

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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79,621

12.86

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

(1)

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1. Titl Deriv Secur (Instr.	ative ity	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transac Code (Instr. 8	5. tiorNumber of) Derivativ Securities Acquired (A) or Disposed of (D)	s I	ate	Amou Under Secur	le and unt of rlying rities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
					Code \	(Instr. 3, 4, and 5)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
DEN WILLIAM						
MCALLISTER FREEWAY, SUITE 610	X					

Signatures

SAN ANTONIO, TX 78216

GAY 9601

Douglas C. Shepard, Power of Attorney 04/01/2010

**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).

These shares were granted pursuant to the Harte-Hanks, Inc. 2005 Omnibus Incentive Plan in accordance with a pre-established election made by the reporting person to receive shares of common stock in lieu of a portion of the reporting person's director fees. Shares are granted based on the closing stock price on the last trading day of the preceding fiscal quarter.

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.

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