

KEARNES LAURILEE

Form 3

August 29, 2018

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

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**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 TXÂ 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 Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer ☐ Other
(give title below) (specify below)
Vice President and Controller6. 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)

**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.****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)Date Expiration
Exercisable Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)Title Amount or
Number of
Shares4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect
(I)6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

(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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