

Edgar Filing: HARTE HANKS INC - Form SC 13G/A

HARTE HANKS INC
Form SC 13G/A
February 14, 2002

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

SCHEDULE 13G
(RULE 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1(b), (c),
AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(b)

(AMENDMENT NO. 7) *

HARTE-HANKS, INC.

(Name of Issuer)

Common Stock, Par Value \$1.00 Per Share

(Title of Class of Securities)

416196103

(CUSIP Number)

December 31, 2001

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule
is filed:

- [] Rule 13d-1(b)
[] Rule 13d-1(c)
[X] Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's
initial filing on this form with respect to the subject class of securities, and
for any subsequent amendment containing information which would alter the
disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed
to be "filed" for the purpose of Section 18 of the Securities Exchange Act of
1934 (the "Act") or otherwise subject to the liabilities of that section of the
Act but shall be subject to all other provisions of the Act (however, see the
Notes).

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CUSIP NO. 416196103

13G

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1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

LARRY D. FRANKLIN

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

(b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

UNITED STATES CITIZEN

NUMBER OF 5 SOLE VOTING POWER
SHARES 3,304,619

BENEFICIALLY 6 SHARED VOTING POWER
OWNED BY 6,745,572

EACH 7 SOLE DISPOSITIVE POWER
REPORTING 3,304,619

PERSON 8 SHARED DISPOSITIVE POWER
WITH 6,745,572

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
10,050,191

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
16.2%

12 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTION BEFORE FILLING OUT!

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ITEM 1.

- (a) Name of Issuer:
HARTE-HANKS, INC.
- (b) Address of Issuer's Principal Executive Offices:
200 CONCORD PLAZA DRIVE, SUITE 800
SAN ANTONIO, TEXAS 78216

ITEM 2.

- (a) Name of Person Filing:
LARRY D. FRANKLIN
- (b) Address of Principal Business Office or, if None, Residence:
P.O. BOX 269, SAN ANTONIO, TEXAS 78291-0269
- (c) Citizenship:
UNITED STATES CITIZEN
- (d) Title of Class of Securities:
COMMON STOCK, PAR VALUE \$1.00 PER SHARE
- (e) CUSIP Number: 416196103

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULE 13d-1(b), OR 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

Not Applicable

ITEM 4. OWNERSHIP.

- (a) Amount Beneficially Owned: 10,050,191
- (b) Percent of Class: 16.2%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote: 3,304,619
 - (ii) Shared power to vote or to direct the vote: 6,745,572
 - (iii) Sole power to dispose or to direct the disposition of: 3,304,619
 - (iv) Shared power to dispose or to direct the disposition of: 6,745,572

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ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

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Not Applicable

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

The reporting person has a pecuniary interest in 3,330,450 shares. The reporting person is the sole trustee of two trusts owning an aggregate of 100,000 shares for the benefit of his children. As trustee, the reporting person has the power to direct the receipt of dividends from or the proceeds from the sale of such shares pursuant to the relevant trust agreement. The beneficiary of each trust has the right to receive dividends from or the proceeds from the sale of securities held in accordance with the relevant trust agreement.

The beneficial ownership reflects 2,755,572 shares owned directly by eight additional trusts. The reporting person serves as co-trustee with respect to each of these trusts and he holds shared voting and dispositive power. The reporting person has no pecuniary interest in these trusts.

The beneficial ownership also reflects 3,990,000 shares owned directly by a non-profit corporation. The reporting person serves as one of six directors with respect to this non-profit corporation and he holds shared voting and dispositive power. The reporting person has no pecuniary interest in this non-profit corporation.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON.

Not Applicable

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not Applicable

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

Not Applicable

ITEM 10. CERTIFICATION.

Not Applicable

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

By: /s/ LARRY D. FRANKLIN

Larry D. Franklin

Date: February 14, 2002