HARTMARX CORP/DE

Form 4/A April 24, 2006

FORM 4

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

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)

(Last)

(City)

(Instr. 3)

1. Name and Address of Reporting Person * JAIN DIPAK C

(First)

Symbol

HARTMARX CORP/DE [HMX]

2. Issuer Name and Ticker or Trading

3. Date of Earliest Transaction (Month/Day/Year) 04/20/2006

(Street)

(Middle)

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

04/24/2006

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

Other (specify Officer (give title below)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X_ Director

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

EVANSTON. IL 60208

2001 SHERIDAN ROAD

1.Title of 2. Transaction Date 2A. Deemed Security

(State)

(Zip)

(Month/Day/Year) Execution Date, if (Month/Day/Year)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5) (A)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (Instr. 4)

Ownership (Instr. 4)

10% Owner

Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

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

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.

SEC 1474 (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)

Conversion or Exercise

Price of

(Month/Day/Year)

3. Transaction Date 3A. Deemed Execution Date, if (Month/Day/Year)

5. Number 4 Transaction of Derivative Expiration Date Code Securities

Acquired

(Instr. 8)

6. Date Exercisable and (Month/Day/Year)

7. Title and Amount Underlying Securiti (Instr. 3 and 4)

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	Derivative Security				(A) or Disposed (D) (Instr. 3, and 5)					
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Shares
Stock Option (right-to-buy)	\$ 8.38	04/20/2006	A		5,000		10/20/2006	04/19/2011	Common Stock	5,00
DDSA Units	<u>(1)</u>	04/20/2006	A		2,387		(2)	(2)	Common Stock	2,38

Reporting Owners

Reporting Owner Name / Address	Relationships							
· · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Other				
JAIN DIPAK C								
2001 SHERIDAN ROAD	X							
EVANSTON, IL 60208								

Signatures

Taras R. Proczko, attorney-in-fact 04/24/2006

**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) 1 for 1

Deferred Director Stock Awards ("DDSAs") are credits of share units ("Units") to an account established for each outside director and are awarded pursuant to the issuer's 2006 Stock Compensation Plan for Non-Employee Directors (the "Plan"). Pursuant to the terms of the

Plan, on each date of election to the board, DDSA Units valued as of the date of election are granted in an amount equal to the director's annual retainer, currently \$20,000. DDSAs earn dividend equivalents, if any dividends are declared and paid, which dividend equivalents are also credited to the DDSA account as additional Units. Upon a director's death, disability or termination of service on the board, all Units are paid in shares of common stock equal in number to the number of whole Units, with any fractional Unit paid in cash.

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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