

HAVERTY RAWSON JR
Form 4
March 13, 2009

FORM 4

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

OMB APPROVAL

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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)

1. Name and Address of Reporting Person *
HAVERTY RAWSON JR

2. Issuer Name and Ticker or Trading Symbol
HAVERTY FURNITURE COMPANIES INC [HVT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
780 JOHNSON FERRY RD., SUITE 800

3. Date of Earliest Transaction (Month/Day/Year)
03/10/2009

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

(Street)
ATLANTA, GA 30342-

4. 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

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)		
				(A) or (D)	Price				
Class A Common Stock	03/10/2009		J	V	5,300	D	\$ 0	I	By Spouse
Common Stock	03/10/2009		J	V	5,300	A	\$ 6,800	I	By Spouse
Common Stock	03/10/2009		S		6,800	D	\$ 8.1748	I	By Spouse
Class A Common Stock							160,325	D	

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Class A Common Stock	957,453	I	By H5, LP
Class A Common Stock	957,453	I	By Pine Hill Associates, LLC
Class A Common Stock	2,200	I	Co-tee Of Tr Fbo Daughter
Common Stock	22,161	D	
Common Stock	1,000	I	Co-tee Of Tr Fbo Daughter
Common Stock	1,000	I	Co-tee Of Tr Fbo Son

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

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(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)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Accelerated Restricted Stock Units	\$ 8.74					(2)	01/27/2016	Common Stock	3,000
Stock Appreciation Rights	\$ 9.13					(3)	02/06/2015	Common Stock	3,350

Stock Appreciation Rights	\$ 8.74	(4)	01/27/2016	Common Stock	8,000
Stock Options (Right to Buy)	\$ 13.875		10/21/2000	10/21/2009	Common Stock 20,000
Stock Options (Right to Buy)	\$ 11.625		04/30/2002	10/26/2010	Common Stock 16,000
Stock Options (Right to Buy)	\$ 15.94		04/30/2003	12/20/2011	Common Stock 17,000
Stock Options (Right to Buy)	\$ 12.9		04/30/2004	12/19/2012	Common Stock 13,000
Stock Options (Right to Buy)	\$ 20.3		04/30/2005	12/09/2010	Common Stock 15,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HAVERTY RAWSON JR 780 JOHNSON FERRY RD. SUITE 800 ATLANTA, GA 30342-	X	X	Senior Vice President	

Signatures

Jenny H. Parker,
Attorney-in-Fact

03/13/2009

**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) Converted shares of Class A Common Stock to shares of Common Stock.

Performance Accelerated Restricted Stock Units ("PARSUs") award granted under the 2004 Long-Term Incentive Plan. PARSUs will

(2) vest 100% seven years from date of grant. Vesting will accelerate if a certain pre-established target market price per share (as defined in the Agreement) is met.

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- (3) Stock-Settled Appreciation Rights ("SARs") granted under the 2004 Long-Term Incentive Plan. SARs vest in four equal installments, beginning on 5/8/2009, and expire seven years from the grant date.
- (4) Stock-Settled Appreciation Rights ("SARs") granted under the 2004 Long-Term Incentive Plan. SARs vest in four equal installments, beginning on 5/10/2010, and expire seven years from the grant date.

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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