

HAVERTY FURNITURE COMPANIES INC  
 Form 4  
 December 16, 2014

**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 \*  
 H5, L.P.

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)

3. Date of Earliest Transaction (Month/Day/Year)  
 12/12/2014

\_\_\_\_ Director  
 \_\_\_\_ Officer (give title below)  
 10% Owner  
 \_\_\_\_ Other (specify below)

4414 DUNMORE ROAD

(Street)

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

MARIETTA, GA 30068

(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)		
				Code	V	Amount	(A) or (D)	Price	
Class A Common Stock	12/12/2014		J <sup>(1)</sup>		40,000	D	\$ 0	534,823 <sup>(2)</sup>	D
Common Stock	12/12/2014		J <sup>(1)</sup>		40,000	A	\$ 0	40,000 <sup>(2)</sup>	D
Common Stock	12/12/2014		S		1,200	D	\$ 21,3418 <sup>(3)</sup>	38,800 <sup>(2)</sup>	D
Common Stock	12/15/2014		S		8,320	D	\$ 21.2082 <sup>(4)</sup>	30,480 <sup>(2)</sup>	D

Common Stock      12/16/2014      S      20,480      D      \$ 21.1528      10,000 <sup>(2)</sup>      D  
(5)

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)	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)	8. Price of Derivative Security (Instr. 5)	9. Nu
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
H5, L.P. 4414 DUNMORE ROAD MARIETTA, GA 30068		X		

## Signatures

Jenny H. Parker,  
 Attorney-in-Fact      12/16/2014  
 \_\_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) Conversion of Class A Common Stock into common stock of the Company.

H5, LP, is a limited partnership ("H5"). The partnership's general manager is Pine Hill, LLC, a limited liability company ("PH") of which (2) Rawson Haverty, Jr. is the sole manager. Mr. Haverty disclaims beneficial ownership of shares held by H5 and PH except to the extent of his pecuniary interest.

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(3) This transaction was executed in multiple trades at prices ranging from \$21.25 to \$21.4210. The price reported reflects the weighted average sale price. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price within the range set forth in the footnote.

(4) This transaction was executed in multiple trades at prices ranging from \$21.00 to \$21.41. The price reported reflects the weighted average sale price. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price within the range set forth in the footnote.

(5) This transaction was executed in multiple trades at prices ranging from \$21.10 to \$21.28. The price reported reflects the weighted average sale price. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price within the range set forth in the footnote.

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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