

HAVERTY FURNITURE COMPANIES INC

Form 4

June 01, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
SMITH CLARENCE H

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)  
05/28/2015

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman, President & CEO

(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 Ownership (Instr. 4)		
				(A) or (D)	Price				
				Code	V	Amount			
Class A Common Stock	05/28/2015		J <sup>(1)</sup>	21,400	A	\$ 0	87,196	D	
Common Stock	05/28/2015		J <sup>(1)</sup>	21,400	D	\$ 0	55,627	D	
Class A Common Stock							1,950	I	By Spouse
Class A Common Stock							603,497 <sup>(2)</sup>	I	By Villa Clare, LP

Stock				
Class A Common Stock		603,497 <sup>(2)</sup>	I	By West Wesley, LLC
Common Stock		26,987	I	By Spouse

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. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Phantom Stock	\$ 0					<u>(3)</u>	<u>(3)</u>	Common Stock	3,672
PRSUs 2014	<u>(4)</u>					<u>(4)</u>	<u>(4)</u>	Common Stock	6,447
RSUs 2012	<u>(5)</u>					<u>(5)</u>	<u>(5)</u>	Common Stock	3,700
RSUs 2013	<u>(6)</u>					<u>(6)</u>	<u>(6)</u>	Common Stock	6,000
Stock Appreciation Rights	\$ 18.14					<u>(7)</u>	01/24/2020	Common Stock	22,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

SMITH CLARENCE H  
780 JOHNSON FERRY RD.  
SUITE 800  
ATLANTA, GA 30342-

X

Chairman, President & CEO

## Signatures

Jenny H. Parker,  
Attorney-in-Fact

05/29/2015

\_\_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) This transaction represents an exchange of Common for Class A Common.

These shares are held by Villa Clare, LP, a limited partnership ("VC") and are also reported herein by West Wesley, LLC, a limited

(2) liability company ("WW"), the partnership's general partner. Mr. Smith is the sole manager of WW. Mr. Smith disclaims beneficial ownership of shares held by VC or WW except to the extent of his pecuniary interest therein.

(3) Deferred under Directors' Deferred Compensation Plan. Settlement will occur upon the earlier to occur of (i) termination of service on the Board of Directors, or (ii) death.

Performance Restricted Stock Units ("PRSUs") award granted 1/17/2014 under the 2004 Long-Term Incentive Plan. Each Performance

(4) unit represents a contingent right to receive one share of the company's common stock based on the EBITDA for the year ended December 31, 2014. This amount represents the number of performance units earned for fiscal 2014, which were certified by the Executive Compensation and Employee Benefits Committee on 1/23/2015. The performance units vest on February 28, 2017.

(5) Restricted Stock Units ("RSUs") award granted 1/23/2012 under the 2004 Long-Term Incentive Plan. RSUs vest equally over 4 years, beginning 5/8/2013. Each RSU is equivalent to one share of common stock upon vesting.

(6) Restricted Stock Units ("RSUs") award granted 1/24/2013 under the 2004 Long-Term Incentive Plan. RSUs vest equally over 4 years, beginning 5/8/2014. Each RSU is equivalent to one share of common stock upon vesting.

(7) Stock-Settled Appreciation rights ("SARs") granted under the 2004 Long-Term Incentive Plan. SARs vest in four equal installments, beginning on 5/8/2014, 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.

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.