

HAVERTY FURNITURE COMPANIES INC  
 Form 4  
 January 27, 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  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 01/23/2015

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

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		
Class A Common Stock					65,130	D	
Class A Common Stock					1,950	I	By Spouse
Class A Common Stock					603,497 <sup>(1)</sup>	I	By Villa Clare, LP
Class A Common Stock					603,497 <sup>(1)</sup>	I	By West

Common Stock			Wesley, LLC
Common Stock	69,448	D	
Common Stock	26,987	I	By Spouse

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

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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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
PRSUs 2015	(2)	01/23/2015		A	13,271	(2)	(2)	Common Stock	13,271
PRSUs 2015.1	(3)	01/23/2015		A	5,688	(3)	(3)	Common Stock	5,688
Phantom Stock	\$ 0					(4)	(4)	Common Stock	3,450
PRSUs 2014	(5)					(5)	(5)	Common Stock	9,080
PRSUs 2014.1	(6)					(6)	(6)	Common Stock	3,880
RSUs 2011-01-27	(7)					(7)	(7)	Common Stock	3,600
RSUs 2012	(8)					(8)	(8)	Common Stock	7,400
RSUs 2013	(9)					(9)	(9)	Common Stock	9,000
Stock Appreciation	\$ 18.14					(10)	01/24/2020	Common Stock	22,000

Rights

## 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

01/24/2015

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

(2) Performance Restricted Stock Units ("PRSUs") award granted 1/23/2015 under the 2014 Long-Term Incentive Plan. Each performance unit represents a contingent right to receive one share of the company's common stock. The performance units vest in February 2018 based on the company's EBITDA for the year ended December 31, 2015. The performance units reported represent target performance. The maximum number of performance units which may be earned is 160% of the target performance units, and the minimum number of performance units which may be earned is zero performance units.

(3) Performance Restricted Stock Units ("PRSUs") award granted 1/23/2015 under the 2014 Long-Term Incentive Plan. Each performance unit represents a contingent right to receive one share of the company's common stock. The performance units vest ratably over four years beginning on May 8, 2016 based on the company's sales performance for each of the four years 2015 - 2018.

(4) 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.

(5) Performance Restricted Stock Units ("PRSUs") award granted 1/17/2014 under the 2004 Long-Term Incentive Plan. Each performance unit represents a contingent right to receive one share of the company's common stock. The performance units vest in February 2017 based on the company's EBITDA for the year ended December 31, 2014. The performance units reported represent target performance. The maximum number of performance units which may be earned is 160% of the target performance units, and the minimum number of performance units which may be earned is zero performance units.

(6) Performance Restricted Stock Units ("PRSUs") award granted 1/17/2014 under the 2004 Long-Term Incentive Plan. Each performance unit represents a contingent right to receive one share of the company's common stock. The performance units vest ratably over four years beginning on May 8, 2015 based on the company's sales performance for each of the four years 2014 - 2017.

(7) Restricted Stock Units ("RSUs") award granted 1/27/2011 under the 2004 Long-Term Incentive Plan. RSUs vest equally over 4 years, beginning 5/8/2012. Each RSU is equivalent to one share of common stock upon vesting.

(8) 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.

(9) 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.

(10) 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.

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