

HAVERTY FURNITURE COMPANIES INC
 Form 4/A
 May 11, 2015

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 *
 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)
 01/27/2015

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)
 01/27/2015

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 | | | | | 65,130 | D | |
| Class A Common Stock | | | | | 1,950 | I | By Spouse |
| Class A Common Stock | | | | | 603,497 ⁽¹⁾ | I | By Villa Clare, LP |
| Class A Common Stock | | | | | 603,497 ⁽¹⁾ | 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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(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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Phantom Stock | \$ 0 | | | | | (2) (2) | Common Stock | 3,455 |
| PRSUs 2014 | (3) | | | | | (3) (3) | Common Stock | 6,447 |
| PRSUs 2014.1 | (4) | | | | | (4) (4) | Common Stock | 970 |
| RSUs 2011-01-27 | (5) | | | | | (5) (5) | Common Stock | 3,600 |
| RSUs 2012 | (6) | | | | | (6) (6) | Common Stock | 7,400 |
| RSUs 2013 | (7) | | | | | (7) (7) | Common Stock | 9,000 |
| Stock Appreciation Rights | \$ 18.14 | | | | | (8) 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
Date: 05/08/2015

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) 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.
 - (3) 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 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.
 - (4) 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 based on the company's sales performance for each year of the four years 2014-2017. 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 and will vest on 5/8/2015.
 - (5) 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.
 - (6) 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.
 - (7) 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.
 - (8) 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.

Remarks:

This amended Form 4 corrects the amounts associated with the PRSU 2014 and PRSU 2014.1 grants and removes similar grants.

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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