

HAVERTY FURNITURE COMPANIES INC
 Form 4
 May 10, 2016

FORM 4

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

OMB APPROVAL

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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)
 05/08/2016

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				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)
			Code	V	Amount	(D)				
Common Stock	02/29/2016		G	V	1,351	D	\$ 0	51,381 ⁽¹⁾	D	
Common Stock	02/29/2016		G	V	1,351	A	\$ 0	28,338	I	By Spouse
Common Stock	05/08/2016		M		970	A	\$ 0	52,351	D	
Common Stock	05/08/2016		M		1,422	A	\$ 0	53,773	D	
Common Stock	05/08/2016		M		3,700	A	\$ 0	57,473	D	

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Common Stock	05/08/2016	M	3,000	A	\$ 0	60,473	D	
Common Stock	05/08/2016	F	3,034	D	\$ 18.29	57,439	D	
Class A Common Stock						86,056 ⁽¹⁾	D	
Class A Common Stock						1,950	I	By Spouse
Class A Common Stock						603,497 ⁽²⁾	I	By Villa Clare, LP
Class A Common Stock						603,497 ⁽²⁾	I	By West Wesley, LLC

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.

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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
PRSUs 2014.1	⁽³⁾	05/08/2016		M	970	⁽³⁾ ⁽³⁾	Common Stock 970
PRSUs 2015.1	⁽⁴⁾	05/08/2016		M	1,422	⁽⁴⁾ ⁽⁴⁾	Common Stock 1,422
RSUs 2012	⁽⁵⁾	05/08/2016		M	3,700	⁽⁵⁾ ⁽⁵⁾	Common Stock 3,700
RSUs 2013	⁽⁶⁾	05/08/2016		M	3,000	⁽⁶⁾ ⁽⁶⁾	Common Stock 3,000
	\$ 0	05/09/2016		A	76	⁽⁷⁾ ⁽⁷⁾	76

Phantom Stock					Common Stock	
PRSU _s 2014	(8)		(8)	(8)	Common Stock	6,447
PRSU _s 2015	(9)		(9)	(9)	Common Stock	13,152
Stock Appreciation Rights	\$ 18.14		(10)	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: 05/10/2016

**Signature of Reporting Person

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 amount includes an adjustment due to a clerical error.
- (2) 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.
- (3) Performance Restricted Stock Units ("PRSUs") award granted 1/17/2014 under the 2014 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 of the four years 2014 - 2017. This amount represents the number of performance units earned for fiscal 2015, which were certified by the Executive Compensation and Employee Benefits Committee on 1/26/2016 and will vest on May 8, 2016.
- (4) 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 based on the Company's sales performance for each of the four years 2015 -2018. This amount represent the number of performance units earned for fiscal 2015, which were certified by the Executive Compensation and Employee Benefits Committee on 1/26/2016 and will vest on May 8, 2016.
- (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) Deferred under Directors' Deferred Compensation Plan. Settlement will occur upon the earlier of (i) termination of service on the Board of Directors, or (ii) death.
- (8) Performance Restricted Stock Units ("PRSUs") award granted 1/17/2014 under the 2014 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

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December 31, 2014. This amount represents the number of performance units earned for fiscal year 2014, which were certified by the Executive Compensation and Employee Benefits Committee on 1/23/2015. The performance units vest on February 28, 2017.

- (9) 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 based on the EBITDA for the year ended December 31, 2015. This amount represents the number of performance units earned for fiscal year 2015, which were certified by the Executive Compensation and Employee Benefits Committee on 1/26/2016. The performance units vest on February 28, 2018.
- (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. 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.