

HAVERTY FURNITURE COMPANIES INC  
 Form 4  
 March 02, 2017

**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

3. Date of Earliest Transaction (Month/Day/Year)  
 02/28/2017

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 Indirect Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	02/28/2017		M		6,447	A	\$ 0 50,648	D
Common Stock	02/28/2017		F		2,151	D	\$ 23.2 48,497	D
Class A Common Stock							87,036	D
Class A Common Stock							1,950	I
								By Spouse

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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 Wesley, LLC
Common Stock	7,850 <sup>(2)</sup>	I	By Georgia Limited Partnership
Common Stock	28,338	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)	Amount or Number of Share
				Code V (A) (D)		Date Exercisable      Expiration Date	Title	
PRSUs 2014	<sup>(3)</sup>	02/28/2017		M	6,447	<sup>(3)</sup> <sup>(3)</sup>	Common Stock	6,447
Phantom Stock	\$ 0					<sup>(4)</sup> <sup>(4)</sup>	Common Stock	3,748
PRSUs 2014.1	<sup>(5)</sup>					<sup>(5)</sup> <sup>(5)</sup>	Common Stock	970
PRSUs 2015	<sup>(6)</sup>					<sup>(6)</sup> <sup>(6)</sup>	Common Stock	13,152
PRSUs 2015.1	<sup>(7)</sup>					<sup>(7)</sup> <sup>(7)</sup>	Common Stock	1,422
PRSUs 2016	<sup>(8)</sup>					<sup>(8)</sup> <sup>(8)</sup>	Common Stock	16,109
	<sup>(9)</sup>					<sup>(9)</sup> <sup>(9)</sup>		1,635



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Performance Restricted Stock Units ("PRSUs") award granted 1/26/2016 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, 2016. This amount represents the number of performance units earned for fiscal year 2016, which were certified by the Executive Compensation and Employee Benefits Committee on 1/30/2017. The performance units vest on February 28, 2019.

- (9) Performance Restricted Stock Units ("PRSUs") award granted 1/26/2016 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 2016 -2019. This amount represent the number of performance units earned for fiscal 2016, which were certified by the Executive Compensation and Employee Benefits Committee on 1/30/2017 and will vest on May 8, 2017.
- (10) 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.
- (11) 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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