

SMITH CLARENCE H  
Form 4  
January 29, 2009

**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  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
01/27/2009

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
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		
				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	I By Villa Clare, LP
Class A Common Stock						603,497	I By West

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Common Stock						Wesley, LLC
Common Stock		88,165	D			
Common Stock		18,187	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 Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Appreciation Rights	\$ 8.74	01/27/2009		A	27,000	<u>(1)</u> 01/27/2016	Common Stock	27,000	
Performance Accelerated Restricted Stock Units	\$ 8.74	01/27/2009		A	9,500	<u>(2)</u> 01/27/2016	Common Stock	9,500	
Phantom Stock	\$ 0					<u>(3)</u> <u>(3)</u>	Common Stock	3,100	
Stock Appreciation Rights	\$ 9.13					<u>(4)</u> 02/06/2015	Common Stock	11,000	
Stock Options (Right to Buy)	\$ 13.875					10/21/2000 10/21/2009	Common Stock	25,000	
Stock Options (Right to Buy)	\$ 11.625					04/30/2002 10/26/2010	Common Stock	12,200	

Stock Options (Right to Buy)	\$ 15.94	04/30/2003	12/20/2011	Common Stock	30,0
Stock Options (Right to Buy)	\$ 12.9	04/30/2004	12/19/2012	Common Stock	22,0
Stock Options (Right to Buy)	\$ 20.3	04/30/2005	12/09/2010	Common Stock	25,0

## 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		President & CEO	

## Signatures

Jenny H. Parker,  
Attorney-in-Fact  
Date: 01/28/2009

\*\*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) Stock-Settled Appreciation Rights ("SARs") granted under the 2004 Long-Term Incentive Plan. SARs vest in four equal installments, beginning on 5/10/2010, and expire seven years from the grant date.
- (2) Performance Accelerated Restricted Stock Units ("PARSUs") award granted under the 2004 Long-Term Incentive Plan. PARSUs will vest 100% seven years from date of grant. Vesting will accelerate if a certain pre-established target market price per share (as defined in the Agreement) is met.
- (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.
- (4) Stock-Settled Appreciation Rights ("SARs") granted under the 2004 Long-Term Incentive Plan. SARs vest in four equal installments, beginning on 5/8/2009, 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.