

RIDLEY CLARENCE H  
Form 4  
May 12, 2009

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL  
OMB Number: 3235-0287  
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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 \*  
RIDLEY 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)  
05/08/2009

Director  10% Owner  
 Officer (give title below)  Other (specify below)

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		
Common Stock	05/08/2009		F	D	\$ 2,353 10.56	38,876	D
Common Stock	05/08/2009		A	A	\$ 2,840 10.56	41,716	D
Common Stock						1,860	I By Spouse
Common Stock						206	I Ttee 3rd Party Tr Fbo Self
						316,438	D

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Class A  
Common  
Stock

Class A  
Common  
Stock

Class A  
Common  
Stock

1,860

I

By Spouse

76,304

I

I.r.t. Acct.  
Fbo Self

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)
				Code V	(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Phantom Stock	\$ 0	05/08/2009		A	109	(1) (1)	Common Stock 109
Stock Appreciation Rights	\$ 9.13					(2) 02/06/2015	Common Stock 5,700
Stock Options (Right to Buy)	\$ 13.75					10/29/1999 10/29/2009	Common Stock 6,000
Stock Options (Right to Buy)	\$ 11.25					10/31/2000 10/31/2010	Common Stock 6,000
Stock Options (Right to Buy)	\$ 10.8125					04/30/2002 01/18/2011	Common Stock 25,000

Buy)

Stock

Options  
(Right to  
Buy)

\$ 15.94

04/30/2003 12/20/2011

Common  
Stock

50,000

Stock

Options  
(Right to  
Buy)

\$ 12.9

04/30/2004 12/19/2012

Common  
Stock

22,000

Stock

Options  
(Right to  
Buy)

\$ 20.3

04/30/2005 12/09/2010

Common  
Stock

25,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RIDLEY CLARENCE H 780 JOHNSON FERRY RD. SUITE 800 ATLANTA, GA 30342-	X			

## Signatures

Jenny H. Parker,  
Attorney-in-Fact

05/12/2009

\*\*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) 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.
- (2) 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.

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1,319,100

Corona-Norco, CA, Unified School District, Election of 2006, Series A, 5.0%, 8/1/2031, INS: AGMC

5,130,000

5,613,913

Kern, CA, High School District, Election of 2004, Series B, Prerefunded, 5.0%, 8/1/2030, INS: AGMC

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	7,270,000
	7,566,761
Los Angeles, CA, Community College District, Election of 2008, Series C, 5.25%, 8/1/2039	
	3,000,000
	3,362,850
Los Angeles, CA, Department of Airports Revenue, Los Angeles International Airport, Series B, 5.0%, 5/15/2035	
	8,500,000
	9,023,090
Port Oakland, CA, Series A, AMT, 5.0%, 11/1/2027, INS: NATL	
	5,850,000
	6,293,957
San Diego County, CA, Regional Airport Authority Revenue, Series B, AMT, 5.0%, 7/1/2043	
	7,000,000
	7,148,890
San Diego, CA, Community College District, Election of 2006, 5.0%, 8/1/2036	
	2,850,000
	3,087,576
San Diego, CA, Unified School District, Election 2012, Series C, 5.0%, 7/1/2035	
	5,000,000
	5,441,200
	102,104,048
Colorado 2.6%	
Colorado, E-470 Public Highway Authority Revenue, Series A-1, 5.5%, 9/1/2024, INS: NATL	
	2,500,000
	2,638,250

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Colorado, Health Facilities Authority Revenue, Covenant Retirement Communities, Inc., 5.0%, 12/1/2035

2,500,000

2,336,300

Colorado, State Health Facilities Authority Revenue, School Health Systems, Series A, 5.5%, 1/1/2035

5,450,000

6,041,543

Denver, CO, City & County Airport Revenue, Series A, AMT, 5.25%, 11/15/2043

2,400,000

2,489,496

13,505,589

District of Columbia 0.8%

District of Columbia, Metropolitan Airport Authority Systems Revenue:

Series A, AMT, 5.0%, 10/1/2038

800,000

841,352

Series A, AMT, 5.0%, 10/1/2043

3,400,000

3,551,334

4,392,686

Florida 10.5%

Miami-Dade County, FL, Aviation Revenue, Series A, 5.5%, 10/1/2041

10,000,000

10,747,100

Miami-Dade County, FL, Aviation Revenue, Miami International Airport:

Series A, AMT, 5.25%, 10/1/2033, INS: AGC

8,500,000

Explanation of Responses:

	9,148,805
Series A-1, 5.375%, 10/1/2035	
	2,000,000
	2,133,420
Miami-Dade County, FL, Educational Facilities Authority Revenue, University of Miami, Series A, 5.75%, 4/1/2028	
	3,000,000
	3,234,600
Miami-Dade County, FL, Expressway Authority, Toll Systems Revenue, Series A, 5.0%, 7/1/2035, INS: AGMC	
	3,000,000
	3,144,990
North Brevard County, FL, Hospital District Revenue, Parrish Medical Center Project:	
5.5%, 10/1/2028	
	5,290,000
	5,572,010
5.75%, 10/1/2038	
	5,000,000
	5,260,700
Orlando & Orange County, FL, Expressway Authority Revenue:	
Series C, 5.0%, 7/1/2035	
	2,705,000
	2,806,681
Series A, 5.0%, 7/1/2040	
	11,895,000
	12,268,979
	54,317,285

Georgia 7.8%

Atlanta, GA, Airport Revenue:

Series A, 5.0%, 1/1/2035

1,030,000

1,079,028

Series C, AMT, 5.0%, 1/1/2037

1,690,000

1,743,522

Atlanta, GA, Water & Wastewater Revenue, Series A, 6.25%, 11/1/2039

5,815,000

6,677,423

Gainesville & Hall County, GA, Hospital Authority Revenue, Anticipation Certificates, Northeast Georgia Healthcare, Series A, 5.5%, 2/15/2045

2,135,000

2,196,061

Georgia, Main Street Natural Gas, Inc., Gas Project Revenue:

Series A, 5.0%, 3/15/2020, GTY: JPMorgan Chase & Co.

7,250,000

8,185,322

Series A, 5.5%, 9/15/2024, GTY: Merrill Lynch & Co., Inc.

5,000,000

5,703,450

Series A, 5.5%, 9/15/2028, GTY: Merrill Lynch & Co., Inc.

10,000,000

11,036,300

Georgia, Medical Center Hospital Authority Revenue, Anticipation Certificates, Columbus Regional Healthcare Systems, 6.5%, 8/1/2038, INS: AGC

Explanation of Responses:

	3,300,000
	3,615,315
	40,236,421
Guam 0.1%	
Guam, International Airport Authority Revenue, Series C, AMT, 6.375%, 10/1/2043	
	535,000
	564,398
Hawaii 1.1%	
Hawaii, State Airports Systems Revenue, Series A, 5.0%, 7/1/2039	
	4,200,000
	4,364,976
Hawaii, State Department of Budget & Finance, Special Purpose Revenue, Hawaiian Electric Co., Inc., 6.5%, 7/1/2039, GTY: Hawaiian Electric Co., Inc.	
	1,000,000
	1,092,470
	5,457,446
Idaho 1.0%	
Idaho, Health Facilities Authority Revenue, St. Luke's Regional Medical Center:	
5.0%, 7/1/2035, INS: AGMC	
	2,500,000
	2,565,375
6.75%, 11/1/2037	
	2,135,000
	2,367,566
	4,932,941
Illinois 7.7%	
Explanation of Responses:	



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Chicago, IL, Airport Revenue, O'Hare International Airport:

Series A, 5.75%, 1/1/2039

5,000,000

5,347,500

Series B, 6.0%, 1/1/2041

9,000,000

9,979,470

Chicago, IL, General Obligation, Series A, 5.25%, 1/1/2035

2,025,000

2,072,142

Illinois, Finance Authority Revenue, Advocate Health Care Network:

Series B, 5.375%, 4/1/2044

2,500,000

2,608,275

Series D, 6.5%, 11/1/2038

1,000,000

1,141,780

Illinois, Finance Authority Revenue, Memorial Health Systems, 5.5%, 4/1/2039

4,200,000

4,379,340

Illinois, Finance Authority Revenue, Northwest Community Hospital, Series A, 5.5%, 7/1/2038

5,750,000

5,959,185

Illinois, Metropolitan Pier & Exposition Authority, Dedicated State Tax Revenue, McCormick Place, Series B, 5.0%,  
6/15/2050, INS: AGMC

3,000,000

Explanation of Responses:

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	3,006,120
Illinois, Railsplitter Tobacco Settlement Authority, 6.0%, 6/1/2028	
	915,000
	1,047,519
Illinois, State Finance Authority Revenue, Ascension Health Credit Group, Series A, 5.0%, 11/15/2032	
	730,000
	772,844
Illinois, State Finance Authority Revenue, OSF Healthcare Systems, Series A, 5.0%, 5/15/2041	
	1,580,000
	1,611,884
Illinois, State General Obligation, 5.5%, 7/1/2038	
	385,000
	409,694
University of Illinois, Auxiliary Facilities Systems, Series A, 5.25%, 4/1/2041	
	1,250,000
	1,327,763
	39,663,516
Indiana 1.3%	
Indiana, Finance Authority Hospital Revenue, Deaconess Hospital Obligation, Series A, 6.75%, 3/1/2039	
	1,745,000
	1,937,456
Indiana, State Finance Authority Revenue, Community Foundation of Northwest Indiana, 5.0%, 3/1/2041	
	5,000,000
	5,045,950
	6,983,406

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Kansas 0.6%

Olathe, KS, Health Facilities Revenue, Olathe Medical Center, Inc., 144A, 0.05% \*, 9/1/2032, LOC: Bank of America  
NA

3,000,000

3,000,000

Kentucky 1.8%

Kentucky, Economic Development Finance Authority, Louisville Arena Project Revenue, Series A-1, 6.0%,  
12/1/2042, INS: AGC

4,000,000

4,077,000

Louisville & Jefferson County, KY, Metropolitan Government Health Systems Revenue, Norton Healthcare, Inc.,  
5.0%, 10/1/2030

5,000,000

5,055,450

9,132,450

Louisiana 1.0%

Louisiana, Public Facilities Authority, Hospital Revenue, Lafayette General Medical Center, 5.5%, 11/1/2040

3,000,000

3,089,850

Louisiana, St. John Baptist Parish Revenue, Marathon Oil Corp., Series A, 5.125%, 6/1/2037

2,315,000

2,325,834

5,415,684

Maryland 0.5%

Maryland, State Health & Higher Educational Facilities Authority Revenue, Anne Arundel Health Systems, Series A,  
6.75%, 7/1/2039

1,100,000

1,300,376

Explanation of Responses:

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Maryland, State Health & Higher Educational Facilities Authority Revenue, Washington County Hospital, 5.75%, 1/1/2033	1,500,000
	1,532,985
	2,833,361
Massachusetts 2.2%	
Massachusetts, Airport Revenue, U.S. Airways, Inc. Project, Series A, AMT, 5.875%, 9/1/2023, INS: NATL	5,000,000
	5,003,050
Massachusetts, State Development Finance Agency Revenue, Northeastern University, Series A, 5.25%, 3/1/2037	2,500,000
	2,724,425
Massachusetts, State Health & Educational Facilities Authority Revenue, Suffolk University, Series A, 5.75%, 7/1/2039	3,570,000
	3,768,278
	11,495,753
Michigan 3.9%	
Detroit, MI, Water & Sewerage Department, Sewerage Disposal System Revenue, Series A, 5.25%, 7/1/2039	1,120,000
	1,088,584
Michigan, State Building Authority Revenue, Series I-A, 5.375%, 10/15/2041	7,500,000
	8,077,500
Michigan, State Building Authority Revenue, Facilities Program: Series H, 5.125%, 10/15/2033	

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	2,495,000
	2,666,257
Series I, 6.0%, 10/15/2038	
	1,000,000
	1,129,970
Michigan, State Hospital Finance Authority Revenue, Henry Ford Health Hospital, 5.75%, 11/15/2039	
	5,000,000
	5,183,950
Royal Oak, MI, Hospital Finance Authority Revenue, William Beaumont Hospital, 8.25%, 9/1/2039	
	1,800,000
	2,197,260
	20,343,521
Minnesota 0.3%	
Minneapolis, MN, Health Care Systems Revenue, Fairview Health Services, Series A, 6.75%, 11/15/2032	
	1,140,000
	1,330,790
Mississippi 0.3%	
Warren County, MS, Gulf Opportunity Zone, International Paper Co., Series A, 6.5%, 9/1/2032	
	1,525,000
	1,680,184
Nevada 3.9%	
Clark County, NV, Airport Revenue, Series B, 5.125%, 7/1/2036	
	4,305,000
	4,537,642
Henderson, NV, Health Care Facility Revenue, Catholic Healthcare West, Series B, 5.25%, 7/1/2031	
	10,000,000

Explanation of Responses:

	10,226,600
Las Vegas Valley, NV, Water District, Series B, 5.0%, 6/1/2037	
	4,830,000
	5,161,290
	19,925,532
New Jersey 5.8%	
New Jersey, Hospital & Healthcare Revenue, General Hospital Center at Passaic, ETM, 6.75%, 7/1/2019, INS: AGMC	
	5,000,000
	5,967,300
New Jersey, Industrial Development Revenue, Economic Development Authority, Harrogate, Inc., Series A, 5.875%, 12/1/2026	
	1,400,000
	1,397,368
New Jersey, State Economic Development Authority Revenue, The Goethals Bridge Replacement Project, AMT, 5.125%, 7/1/2042, INS: AGMC	
	1,250,000
	1,266,700
New Jersey, State Transportation Trust Fund Authority, Transportation Program, Series AA, 5.5%, 6/15/2039	
	1,730,000
	1,914,850
New Jersey, State Transportation Trust Fund Authority, Transportation Systems: Series B, 5.25%, 6/15/2036	
	2,500,000
	2,675,525
Series B, 5.5%, 6/15/2031	
	6,200,000
Explanation of Responses:	14

	6,956,090
Series A, 5.5%, 6/15/2041	
	5,460,000
	5,946,541
Series A, 6.0%, 12/15/2038	
	1,955,000
	2,231,026
New Jersey, State Turnpike Authority Revenue, Series E, 5.25%, 1/1/2040	
	1,750,000
	1,875,878
	30,231,278
New York 7.1%	
New York, Metropolitan Transportation Authority Revenue:	
Series C, 5.0%, 11/15/2038	
	6,000,000
	6,356,160
Series D, 5.0%, 11/15/2038	
	1,090,000
	1,157,558
Series C, 5.0%, 11/15/2042	
	5,000,000
	5,238,450
Series A-1, 5.25%, 11/15/2039	
	4,000,000
	4,326,960

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New York, State Agency General Obligation Lease, Higher Education Revenue, Dormitory Authority, City University, Series A, 5.625%, 7/1/2016

1,480,000

1,577,946

New York, State Environmental Facilities Corp., State Clean Water & Drinking Revolving Funds, New York City Municipal Water Finance Authority Projects, 5.0%, 6/15/2036

2,000,000

2,169,500

New York, State Liberty Development Corp. Revenue, World Trade Center Port Authority Construction, 5.25%, 12/15/2043

8,000,000

8,533,920

New York, Utility Debt Securitization Authority, Restructuring Revenue:

Series TE, 5.0%, 12/15/2034

800,000

894,888

Series TE, 5.0%, 12/15/2035

1,000,000

1,112,490

New York City, NY, Municipal Water Finance Authority, Water & Sewer Revenue, Second General Resolution, Series EE, 5.375%, 6/15/2043

3,750,000

4,066,763

Niagara Falls, NY, School District General Obligation, 5.6%, 6/15/2014, INS: AGMC

1,180,000

1,199,305

36,633,940

North Carolina 0.7%

Explanation of Responses:



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North Carolina, Medical Care Commission, Health Care Facilities Revenue, University Health System, Series D, 6.25%, 12/1/2033	3,000,000
	3,411,120
North Dakota 0.7%	
Fargo, ND, Sanford Health Systems Revenue, 6.25%, 11/1/2031	3,240,000
	3,731,346
Ohio 2.9%	
Lucas County, OH, Hospital Revenue, Promedica Healthcare, Series A, 6.5%, 11/15/2037	1,500,000
	1,756,995
Ohio, State Hospital Facility Revenue, Cleveland Clinic Health: Series A, 5.5%, 1/1/2039	5,000,000
	5,553,250
Series B, 5.5%, 1/1/2039	3,500,000
	3,748,710
Ohio, State Turnpike Commission, Junior Lien, Infrastructure Projects, Series A-1, 5.25%, 2/15/2039	3,520,000
	3,797,763
	14,856,718
Pennsylvania 2.3%	
Allegheny County, PA, Hospital Development Authority Revenue, University of Pittsburgh Medical, 5.625%, 8/15/2039	

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	1,700,000
	1,885,708
Franklin County, PA, Industrial Development Authority Revenue, Chambersburg Hospital Project, 5.375%, 7/1/2042	
	7,000,000
	7,228,970
Philadelphia, PA, Airport Revenue, Series A, 5.0%, 6/15/2035	
	2,835,000
	2,940,916
	12,055,594
Puerto Rico 3.9%	
Puerto Rico, Electric Power Authority Revenue, Series A, 6.75%, 7/1/2036	
	3,205,000
	2,351,733
Puerto Rico, Sales Tax Financing Corp., Sales Tax Revenue:	
Series A, 5.5%, 8/1/2042	
	3,000,000
	2,332,980
Series A, 6.0%, 8/1/2042	
	3,200,000
	2,645,152
Series A, 6.375%, 8/1/2039	
	15,000,000
	12,899,250
	20,229,115
Rhode Island 0.4%	

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Rhode Island, Health & Educational Building Corp., Higher Education Facility Revenue, University of Rhode Island, Series A, 6.25%, 9/15/2034	2,000,000
	2,277,480
South Carolina 3.5%	
Charleston County, SC, Airport District, Airport System Revenue, Series A, AMT, 5.875%, 7/1/2032	6,560,000
	7,310,136
Greenwood County, SC, Hospital Revenue, Self Regional Healthcare, Series B, 5.0%, 10/1/2031	1,000,000
	1,066,370
South Carolina, State Ports Authority Revenue, 5.25%, 7/1/2040	2,550,000
	2,696,829
South Carolina, State Public Service Authority Revenue, Santee Cooper, Series A, 5.75%, 12/1/2043	6,220,000
	7,019,457
	18,092,792
Tennessee 1.7%	
Clarksville, TN, Natural Gas Acquisition Corp., Gas Revenue, 5.0%, 12/15/2021, GTY: Merrill Lynch & Co., Inc.	2,000,000
	2,231,680
Jackson, TN, Hospital Revenue, Jackson-Madison Project, 5.625%, 4/1/2038	4,000,000
	4,246,040
Sullivan County, TN, Health, Educational & Housing Facilities Board, Hospital Revenue, Wellmont Health Systems Project, Series C, 5.25%, 9/1/2036	

Explanation of Responses:

	2,050,000
	2,059,532
	8,537,252
Texas 15.8%	
Harris County, TX, Health Facilities Development Corp., Hospital Revenue, Memorial Hermann Healthcare System, Series B, Prerefunded, 7.25%, 12/1/2035	
	1,000,000
	1,289,140
Harris County, TX, Houston Port Authority, Series A, AMT, 6.25%, 10/1/2029	
	3,000,000
	3,484,020
Houston, TX, Airport Revenue, People Mover Project, Series A, AMT, 5.5%, 7/15/2017, INS: AGMC	
	2,710,000
	2,721,111
North Texas, Tollway Authority Revenue:	
First Tier, Series A, 5.625%, 1/1/2033	
	3,500,000
	3,822,245
Second Tier, Series F, 5.75%, 1/1/2038	
	6,500,000
	6,906,900
First Tier, 6.0%, 1/1/2043	
	5,000,000
	5,481,800
North Texas, Tollway Authority Revenue, Special Project Systems, Series D, 5.0%, 9/1/2032	
	2,000,000
Explanation of Responses:	20

	2,186,220
Texas, Dallas/Fort Worth International Airport Revenue:	
Series F, AMT, 5.0%, 11/1/2035	2,000,000
	2,035,620
Series H, AMT, 5.0%, 11/1/2042	5,425,000
	5,474,530
Series F, 5.25%, 11/1/2033	3,500,000
	3,814,195
Series A, 5.25%, 11/1/2038	4,000,000
	4,240,840
Texas, Grand Parkway Transportation Corp., System Toll Revenue, Series B, 5.0%, 4/1/2053	3,500,000
	3,597,860
Texas, Municipal Gas Acquisition & Supply Corp. I, Gas Supply Revenue:	
Series B, 0.713% **, 12/15/2017, GTY: Merrill Lynch & Co., Inc.	5,715,000
	5,676,653
Series B, 0.863% **, 12/15/2026, GTY: Merrill Lynch & Co., Inc.	1,500,000
	1,241,445
Series D, 6.25%, 12/15/2026, GTY: Merrill Lynch & Co., Inc.	

	5,000,000
	6,000,850
Texas, SA Energy Acquisition Public Facility Corp., Gas Supply Revenue:	
5.5%, 8/1/2021, GTY: The Goldman Sachs Group, Inc.	1,155,000
	1,326,009
5.5%, 8/1/2025, GTY: The Goldman Sachs Group, Inc.	7,250,000
	8,182,423
Texas, Southwest Higher Education Authority, Inc., Southern Methodist University Project, 5.0%, 10/1/2035	1,600,000
	1,778,128
Texas, State Municipal Gas Acquisition & Supply Corp., III Gas Supply Revenue:	
5.0%, 12/15/2030	250,000
	256,605
5.0%, 12/15/2031	3,165,000
	3,237,130
5.0%, 12/15/2032	2,000,000
	2,038,360
West Harris County, TX, Regional Water Authority, Water Systems Revenue, 5.0%, 12/15/2035	6,500,000
	6,910,735
	81,702,819

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Virgin Islands 0.5%

Virgin Islands, Public Finance Authority Revenue, Gross Receipts Tax Loan Note, Series A, 5.0%, 10/1/2032

2,500,000

2,526,850

Virginia 0.3%

Washington County, VA, Industrial Development Authority, Hospital Facility Revenue, Mountain States Health Alliance, Series C, 7.75%, 7/1/2038

1,370,000

1,575,144

Washington 3.7%

Washington, State Health Care Facilities Authority Revenue, Virginia Mason Medical Center, Series A, 6.125%, 8/15/2037

6,000,000

6,237,240

Washington, State Health Care Facilities Authority, Catholic Health Initiatives, Series A, 5.0%, 2/1/2041

5,000,000

5,102,400

Washington, State Health Care Facilities Authority, Swedish Health Services, Series A, Prerefunded, 6.75%, 11/15/2041

1,825,000

2,427,359

Washington, State Motor Vehicle Tax-Senior 520 Corridor Program, Series C, 5.0%, 6/1/2031

5,000,000

5,546,100

19,313,099

Wisconsin 0.3%

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Wisconsin, State Health & Educational Facilities Authority Revenue, Prohealth Care, Inc. Obligation Group, 6.625%, 2/15/2039	1,555,000
	1,709,194
Total Municipal Bonds and Notes (Cost \$553,791,704)	609,970,677
Municipal Inverse Floating Rate Notes (a) 42.9%	
California 2.1%	
California, San Francisco Bay Area Toll Authority, Toll Bridge Revenue, Series F, 5.0%, 4/1/2031 (b)	10,000,000
	11,123,695
Trust: California, San Francisco Bay Area Toll Authority, Toll Bridge Revenue, Series 1962-5, 144A, 13.813%, 4/1/2014, Leverage Factor at purchase date: 3 to 1	
Florida 6.9%	
Miami-Dade County, FL, Transit Sales Surtax Revenue, 5.0%, 7/1/2023, INS: AGMC (b)	3,740,000
	4,112,727
Miami-Dade County, FL, Transit Sales Surtax Revenue, 5.0%, 7/1/2024, INS: AGMC (b)	3,915,000
	4,305,168
Miami-Dade County, FL, Transit Sales Surtax Revenue, 5.0%, 7/1/2025, INS: AGMC (b)	4,122,500
	4,533,347
Miami-Dade County, FL, Transit Sales Surtax Revenue, 5.0%, 7/1/2026, INS: AGMC (b)	4,317,500
	4,747,781



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Miami-Dade County, FL, Transit Sales Surtax Revenue, 5.0%, 7/1/2032, INS: AGMC (b)

16,470,000

18,111,395

Trust: Miami-Dade County, FL, Transit Improvements, Series 2008-1160, 144A, 9.391%, 7/1/2016, Leverage Factor at purchase date: 2 to 1

35,810,418

Massachusetts 4.9%

Massachusetts, State Water Pollution Abatement Trust, Series 13, 5.0%, 8/1/2032 (b)

18,250,000

19,877,185

Massachusetts, State Water Pollution Abatement Trust, Series 13, 5.0%, 8/28/2037 (b)

5,000,000

5,445,804

Trust: Massachusetts, State Pollution Control, Water Utility Improvements, Series 3159, 144A, 13.791%, 8/1/2015, Leverage Factor at purchase date: 3 to 1

25,322,989

Nevada 6.2%

Clark County, NV, General Obligation, Limited Tax-Bond Bank, 5.0%, 6/1/2028 (b)

9,447,355

10,400,206

Clark County, NV, General Obligation, Limited Tax-Bond Bank, 5.0%, 6/1/2029 (b)

9,919,723

10,920,216

Clark County, NV, General Obligation, Limited Tax-Bond Bank, 5.0%, 6/3/2030 (b)

9,627,878

10,598,935

Explanation of Responses:

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Trust: Clark County, NV, General Obligation, Series 3158, 144A, 13.793%, 6/1/2016, Leverage Factor at purchase date: 3 to 1	31,919,357
New York 12.2%	
New York, State Dormitory Authority, State Personal Income Tax Revenue, Series A, 5.0%, 3/15/2026 (b)	10,000,000
	11,065,132
Trust: New York, State Dormitory Authority Revenue, Series 3160, 144A, 13.793%, 3/15/2015, Leverage Factor at purchase date: 3 to 1	
New York, State Dormitory Authority, State Personal Income Tax Revenue, Series A, 5.0%, 3/15/2024 (b)	10,000,000
	11,096,200
Trust: New York, State Dormitory Authority Revenue, Secondary Issues, Series 1955-3, 144A, 18.29%, 3/15/2015, Leverage Factor at purchase date: 4 to 1	
New York, State Dormitory Authority Revenues, State Supported Debt, University Dormitory Facilities, 5.0%, 7/1/2025 (b)	5,425,000
	6,025,938
New York, State Dormitory Authority Revenues, State Supported Debt, University Dormitory Facilities, 5.0%, 7/1/2027 (b)	8,080,000
	8,975,037
Trust: New York, State Dormitory Authority Revenues, Series 3169, 144A, 13.79%, 7/1/2025, Leverage Factor at purchase date: 3 to 1	
New York, Triborough Bridge & Tunnel Authority Revenues, Series C, 5.0%, 11/15/2033 (b)	6,000,000
	6,603,420
Trust: New York, Triborough Bridge & Tunnel Authority Revenues, Series 2008-1188, 144A, 9.36%, 11/15/2033, Leverage Factor at purchase date: 2 to 1	

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New York City, NY, Transitional Finance Authority Revenue, Series C-1, 5.0%, 11/1/2027 (b)

17,560,000

19,614,169

Trust: New York City, NY, Series 2008-1190, 144A, 9.36%, 11/1/2027, Leverage Factor at purchase date: 2 to 1

63,379,896

Tennessee 7.1%

Nashville & Davidson County, TN, Metropolitan Government, 5.0%, 1/1/2027 (b)

10,756,695

12,478,510

Trust: Nashville & Davidson County, TN, Metropolitan Government, Series 2631-3, 144A, 18.285%, 1/1/2016,  
Leverage Factor at purchase date: 4 to 1

Nashville & Davidson County, TN, Metropolitan Government, 5.0%, 1/1/2026 (b)

10,200,000

11,832,204

Trust: Nashville & Davidson County, TN, Metropolitan Government, Series 2631-2, 144A, 18.29%, 1/1/2016,  
Leverage Factor at purchase date: 4 to 1

Nashville & Davidson County, TN, Metropolitan Government, 5.0%, 1/1/2028 (b)

10,564,925

12,254,736

Trust: Nashville & Davidson County, TN, Metropolitan Government, Series 2631-4, 144A, 18.298%, 1/1/2016,  
Leverage Factor at purchase date: 4 to 1

36,565,450

Virginia 3.5%

Virginia, State Resource Authority, Clean Water Revenue, 5.0%, 10/1/2027 (b)

8,190,000

9,284,366

Virginia, State Resource Authority, Clean Water Revenue, 5.0%, 10/1/2028 (b)

Explanation of Responses:

	7,630,000
	8,649,538
Trust: Virginia, State Resource Authority, Clean Water Revenue, Series 2917, 144A, 11.477%, 10/1/2028, Leverage Factor at purchase date: 2.5 to 1	
	17,933,904
Total Municipal Inverse Floating Rate Notes (Cost \$201,485,195)	
	222,055,709
	% of Net Assets
	Value (\$)
Total Investment Portfolio (Cost \$755,276,899) † 160.7	
	832,026,386
MTPS, at Liquidation Value (36.5)	
	(188,865,000)
Other Assets and Liabilities, Net (22.3)	
	(115,679,603)
Remarketed Prefunded Shares, at Liquidation Value (1.9)	
	(9,885,000)
Net Assets Applicable to Common Shareholders 100.0	
	517,596,783

For information on the Fund's policies regarding the valuation of investments and other significant accounting policies, please refer to the Fund's most recent semi-annual or annual financial statements.

\* Variable rate demand notes are securities whose interest rates are reset periodically at market levels. These securities are payable on demand and are shown at their current rates as of February 28, 2014.

\*\* Floating rate securities' yields vary with a designated market index or market rate, such as the coupon-equivalent of the U.S. Treasury Bill rate. These securities are

shown at their current rate as of February 28, 2014.

† The cost for federal income tax purposes was \$626,367,792. At February 28, 2014, net unrealized appreciation for all securities based on tax cost was \$79,812,018. This consisted of aggregate gross unrealized appreciation for all securities in which there was an excess of value over tax cost of \$82,947,995 and aggregate gross unrealized depreciation for all securities in which there was an excess of tax cost over value of \$3,135,977.

- (a) Securities represent the underlying municipal obligations of inverse floating rate obligations held by the Fund.
- (b) Security forms part of the below tender option bond trust. Principal Amount and Value shown take into account the leverage factor.

144A: Security exempt from registration under Rule 144A of the Securities Act of 1933. These securities may be resold in transactions exempt from registration, normally to qualified institutional buyers.

AGC: Assured Guaranty Corp.

AGMC: Assured Guaranty Municipal Corp.

AMT: Subject to alternative minimum tax.

ETM: Bonds bearing the description ETM (escrow to maturity) are collateralized usually by U.S. Treasury securities which are held in escrow and used to pay principal and interest on bonds so designated.

GTY: Guaranty Agreement

INS: Insured

LOC: Letter of Credit

NATL: National Public Finance Guarantee Corp.

Prerefunded: Bonds which are prerefunded are collateralized usually by U.S. Treasury securities which are held in escrow and used to pay principal and interest on tax-exempt issues and to retire the bonds in full at the earliest refunding date.

#### Fair Value Measurements

Various inputs are used in determining the value of the Fund's investments. These inputs are summarized in three broad levels. Level 1 includes quoted prices in active markets for identical securities. Level 2 includes other significant observable inputs (including quoted prices for similar securities, interest rates, prepayment speeds, and credit risk). Level 3 includes significant unobservable inputs (including the Fund's own assumptions in determining the fair value of investments). The inputs or methodology used for valuing securities are not necessarily an indication of the risk associated with investing in those securities.

The following is a summary of the inputs used as of February 28, 2014 in valuing the Fund's investments.

Assets	Level 1	Level 2	Level 3	Total
Municipal Investments(c)	\$—	\$832,026,386	\$—	\$832,026,386
Total	\$—	\$832,026,386	\$—	\$832,026,386

There have been no transfers between fair value measurement levels during the period ended February 28, 2014.

- (c) See Investment Portfolio for additional detailed categorizations.

#### ITEM 2. CONTROLS AND PROCEDURES

- (a) The Chief Executive and Financial Officers concluded that the Registrant's Disclosure Controls and Procedures are effective based on the evaluation of the Disclosure Controls and Procedures as of a date

within 90 days of the filing date of this report.

(b) There have been no changes in the registrant's internal control over financial reporting that occurred during the registrant's last fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal controls over financial reporting.

ITEM 3. EXHIBITS

Certification pursuant to Rule 30a-2(a) under the Investment Company Act of 1940 (17 CFR 270.30a-2(a)) is filed and attached hereto as Exhibit 99.CERT.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Registrant: DWS Municipal Income Trust

By: /s/Brian E. Binder  
Brian E. Binder  
President

Date: April 22, 2014

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By: /s/Brian E. Binder  
Brian E. Binder  
President

Date: April 22, 2014

By: /s/Paul Schubert  
Paul Schubert  
Chief Financial Officer and Treasurer

Date: April 22, 2014