

HAVERTY FURNITURE COMPANIES INC  
 Form 4  
 May 13, 2014

**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 \*  
 HAVERTY RAWSON JR

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)  
 05/09/2014

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

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V   | Amount  | (D)  | Price                                      |
| Common Stock                    | 05/09/2014                           |  | J <sup>(1)</sup>               |   | 7,500   | A  | \$ 0                                       |
|                                 |                                      |  |                                |   | 13,880  |  | D  |
| Class A Common Stock            | 05/09/2014                           |  | J <sup>(1)</sup>               |   | 7,500   | D  | \$ 0                                       |
|                                 |                                      |  |                                |   | 85,282  |  | D  |
| Class A Common Stock            | 05/09/2014                           |  | J <sup>(1)</sup>               |   | 10,000  | D  | \$ 0                                       |
|                                 |                                      |  |                                |   | 585,823 <sup>(2)</sup>  | I  | By H5, LP                                  |
| Common Stock                    | 05/09/2014                           |  | J <sup>(1)</sup>               |   | 10,000  | A  | \$ 0                                       |
|                                 |                                      |  |                                |   | 10,000 <sup>(2)</sup>   | I  | By H5, LP                                  |

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|                      |            |   |       |   |            |                        |   |                              |
|----------------------|------------|---|-------|---|------------|------------------------|---|------------------------------|
| Common Stock         | 05/12/2014 | S | 3,750 | D | \$ 26.185  | 10,130                 | D |                              |
| Common Stock         | 05/12/2014 | S | 5,000 | D | \$ 26.188  | 5,000 <sup>(2)</sup>   | I | By H5, LP                    |
| Common Stock         | 05/13/2014 | S | 3,750 | D | \$ 25.6455 | 6,380                  | D |                              |
| Common Stock         | 05/13/2014 | S | 5,000 | D | \$ 25.4592 | 0 <sup>(2)</sup>       | I | By H5, LP                    |
| Class A Common Stock |            |   |       |   |            | 585,823 <sup>(2)</sup> | I | By Pine Hill Associates, LLC |
| Class A Common Stock |            |   |       |   |            | 11,228                 | I | Co-tee Of Tr Fbo Daughter    |
| Class A Common Stock |            |   |       |   |            | 5,796                  | I | Co-tee Of Tr Fbo Son         |
| Common Stock         |            |   |       |   |            | 0 <sup>(2)</sup>       | I | By Pine Hill Associates, LLC |
| Common Stock         |            |   |       |   |            | 1,000                  | I | Co-tee Of Tr Fbo Daughter    |
| Common Stock         |            |   |       |   |            | 1,000                  | I | Co-tee Of Tr Fbo Son         |

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. D S (I) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------|

|                                 |          |      |   | Date<br>Exercisable | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of<br>Shares |
|---------------------------------|----------|------|---|---------------------|--------------------|-----------------|--|
|                                 |          | Code | V | (A)                 | (D)                |                 |  |
| PRSUs 2014                      | (3)      |      |   | (3)                 | (3)                | Common<br>Stock | 2,420                                  |
| RSUs<br>2011-01-27              | (4)      |      |   | (4)                 | (4)                | Common<br>Stock | 1,250                                  |
| RSUs 2012                       | (5)      |      |   | (5)                 | (5)                | Common<br>Stock | 2,500                                  |
| RSUs 2013                       | (6)      |      |   | (6)                 | (6)                | Common<br>Stock | 3,375                                  |
| RSUs 2014                       | (7)      |      |   | (7)                 | (7)                | Common<br>Stock | 2,420                                  |
| Stock<br>Appreciation<br>Rights | \$ 18.14 |      |   | (8)                 | 01/24/2020         | Common<br>Stock | 8,000                                  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                       |       |
|---|---------------|-----------|-----------------------|-------|
|   | Director      | 10% Owner | Officer               | Other |
| HAVERTY RAWSON JR<br>780 JOHNSON FERRY RD.<br>SUITE 800<br>ATLANTA, GA 30342- | X             | X         | Senior Vice President |       |

## Signatures

Jenny H. Parker,  
Attorney-in-Fact

05/13/2014

\_\_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) Converted shares of Class A Common Stock to shares of Common Stock.

These shares are held by H5, LP, a limited partnership ("H5") and are also reported herein by Pine Hill Associates, LLC, a limited liability company ("PH"), the partnership's general partner. Mr. Haverty is the sole manager of PH. Mr. Haverty disclaims beneficial ownership of shares held by H5 or PH except to the extent of his pecuniary interest therein.

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. The performance units vest in February 2017 based on the company's EBITDA for the year ended December 31, 2014. The performance units reported represent target performance. The maximum number of performance units which may be earned is 160% of the target performance units, and the minimum number of performance units which may be earned is zero performance units.

(4)

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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.

- (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) Restricted Stock Units ("RSUs") award granted 1/17/2014 under the 2004 Long-Term Incentive Plan. RSUs vest ratably over 4 years, beginning 5/8/2015. 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.

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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