

HAVERTY FURNITURE COMPANIES INC  
Form 4  
December 16, 2014

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
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  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
12/12/2014

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

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		
Class A Common Stock	12/12/2014		J <sup>(1)</sup>	40,000 D	\$ 0	534,823 <sup>(2)</sup>	I By H5, LP
Common Stock	12/12/2014		J <sup>(1)</sup>	40,000 A	\$ 0	40,000 <sup>(2)</sup>	I By H5, LP
Common Stock	12/12/2014		S	1,200 D	\$ 21.3418 <sup>(3)</sup>	38,800 <sup>(2)</sup>	I By H5, LP
Common Stock	12/15/2014		S	8,320 D	\$ 21.2082	30,480 <sup>(2)</sup>	I By H5, LP

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					(4)			
Common Stock	12/16/2014	S	20,480	D	\$ 21.1528 (5)	10,000 (2)	I	By H5, LP
Class A Common Stock						85,282	D	
Class A Common Stock						534,823 (2)	I	By Pine Hill Associates, LLC
Class A Common Stock						11,228	I	Co-ttee Of Tr Fbo Daughter
Class A Common Stock						5,796	I	Co-ttee Of Tr Fbo Son
Common Stock						700	D	
Common Stock						10,000 (2)	I	By Pine Hill Associates, LLC
Common Stock						1,000	I	Co-ttee Of Tr Fbo Daughter
Common Stock						1,000	I	Co-ttee Of Tr Fbo Son

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.**

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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. D
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(Instr. 3,  
4, and 5)

				Date Exercisable	Expiration Date	Title	Amount or Number of Shares
	Code	V	(A)	(D)			
PRSU's 2014	(6)				(6)	Common Stock	2,420
RSUs 2011-01-27	(7)				(7)	Common Stock	1,250
RSUs 2012	(8)				(8)	Common Stock	2,500
RSUs 2013	(9)				(9)	Common Stock	3,375
RSUs 2014	(10)				(10)	Common Stock	2,420
Stock Appreciation Rights	\$ 18.14				(11)	01/24/2020 Common Stock	8,000

## Reporting Owners

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

## Signatures

Jenny H. Parker,  
Attorney-in-Fact  
12/16/2014

\_\_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.
- (3) This transaction was executed in multiple trades at prices ranging from \$21.25 to \$21.4210. The price reported reflects the weighted average sale price. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price within the range set forth in the footnote.
- (4)

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This transaction was executed in multiple trades at prices ranging from \$21.00 to \$21.41. The price reported reflects the weighted average sale price. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price within the range set forth in the footnote.

- (5) This transaction was executed in multiple trades at prices ranging from \$21.10 to \$21.28. The price reported reflects the weighted average sale price. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price within the range set forth in the footnote.

- (6) 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.

- (7) 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.

- (8) 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.

- (9) 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.

- (10) 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.

- (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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