

HAVERTY FURNITURE COMPANIES INC

Form 5

January 22, 2014

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549Check this box if
no longer subject
to Section 16.Form 4 or Form
5 obligations
may continue.See Instruction
1(b).Form 3 Holdings
Reported

Form 4

Transactions

Reported

**ANNUAL 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

OMB APPROVAL

OMB
Number: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
HAVERTY RAWSON JR

(Last) (First) (Middle)

780 JOHNSON FERRY
RD., SUITE 800

(Street)

ATLANTA, GA 30342-

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
SymbolHAVERTY FURNITURE
COMPANIES INC [HVT]3. Statement of Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/20134. If Amendment, Date Original
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Senior Vice President

6. Individual or Joint/Group Reporting

(check applicable line)

☒ Form Filed by One Reporting Person
☐ Form Filed by More than One Reporting
Person**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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	09/20/2013	Â	W	2,331 A \$ 0	92,782	D	Â
Common Stock	09/20/2013	Â	W	700 A \$ 0	700	D	Â
Class A Common Stock	Â	Â	Â	Â Â Â	595,823 ⁽¹⁾	I	By H5, LP

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Class A Common Stock	Â	Â	Â	Â	Â	Â	595,823 ⁽¹⁾	I	By Pine Hill Associates, LLC
Class A Common Stock	Â	Â	Â	Â	Â	Â	11,228	I	Co-ttee Of Tr Fbo Daughter
Class A Common Stock	Â	Â	Â	Â	Â	Â	5,796	I	Co-ttee Of Tr Fbo Son
Common Stock	Â	Â	Â	Â	Â	Â	1,000	I	Co-ttee Of Tr Fbo Daughter
Common Stock	Â	Â	Â	Â	Â	Â	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.

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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)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Units	Â	Â	Â	Â	Â Â	Â ⁽²⁾ Â ⁽²⁾	Common Stock 4,900
RSUs 2011-01-27	Â	Â	Â	Â	Â Â	Â ⁽³⁾ Â ⁽³⁾	Common Stock 2,500
RSUs 2012	Â	Â	Â	Â	Â Â	Â ⁽⁴⁾ Â ⁽⁴⁾	Common Stock 3,750
RSUs 2013	Â	Â	Â	Â	Â Â	Â ⁽⁵⁾ Â ⁽⁵⁾	Common Stock 4,500
Stock Appreciation Rights	\$ 18.14	Â	Â	Â	Â Â	Â ⁽⁶⁾ 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	X Senior Vice President	X

Signatures

Jenny H. Parker,
Attorney-in-Fact

01/21/2014

__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) 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.

(2) Restricted Stock Units ("RSUs") award granted under the 2004 Long-Term Incentive Plan. RSUs vest in four yearly installments (10% in each of the first three years and 70% in the fourth), beginning on 5/8/2011. Each RSU is equivalent to one share of common stock upon vesting.

(3) 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.

(4) 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.

(5) 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.

(6) 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 provided 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.