

HAVERTY FURNITURE COMPANIES INC

Form 4/A

May 11, 2015

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CLARY J EDWARD

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)

01/23/2015

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
Chief Information Officer, SVP

(Street)
ATLANTA, GA 30342-

4. If Amendment, Date Original
Filed(Month/Day/Year)
01/27/2015

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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)
Common Stock			Code V	Amount (D) Price	40,261	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
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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)**

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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 Share
RSUs 2015	<u>(1)</u>	01/23/2015		A		4,313		<u>(1)</u>	<u>(1)</u>	Common Stock	4,313
PRSUs 2014	<u>(2)</u>							<u>(2)</u>	<u>(2)</u>	Common Stock	2,577
RSUs 2011-01-27	<u>(3)</u>							<u>(3)</u>	<u>(3)</u>	Common Stock	1,525
RSUs 2012	<u>(4)</u>							<u>(4)</u>	<u>(4)</u>	Common Stock	3,200
RSUs 2013	<u>(5)</u>							<u>(5)</u>	<u>(5)</u>	Common Stock	5,250
RSUs 2014	<u>(6)</u>							<u>(6)</u>	<u>(6)</u>	Common Stock	3,630
Stock Appreciation Rights	\$ 18.14							<u>(7)</u>	01/24/2020	Common Stock	12,500
Stock Appreciation Rights	\$ 8.74							<u>(8)</u>	01/27/2016	Common Stock	8,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
CLARY J EDWARD 780 JOHNSON FERRY RD. SUITE 800 ATLANTA, GA 30342-	Chief Information Officer, SVP

Signatures

Jenny H. Parker,
Attorney-in-Fact 05/09/2015

__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) Restricted Stock Units ("RSUs") award granted 1/23/2015 under the 2014 Long-Term Incentive Plan. RSUs vest ratably over 4 years, beginning 5/8/2016. Each RSU is equivalent to one share of common stock upon vesting.

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 based on the EBITDA for the year ended December 31, 2014. This amount represents the number of performance units earned for fiscal 2014, which were certified by the Executive Compensation and Employee Benefits Committee on 1/23/2015. The performance units vest on February 28, 2017.
- (2) 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.
- (3) 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.
- (4) 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.
- (5) 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.
- (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.
- (7) Stock-Settled Appreciation Rights ("SARs") granted under the 2004 Long-Term Incentive Plan. SARs vest in four equal installments, beginning on 5/8/2010, and expire seven years from the grant date.
- (8)

Remarks:

This amended Form 4 corrects the amounts associated with the PRSU 2014 grant and removes a similar grant made in 2015 w

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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