

HAVERTY FURNITURE COMPANIES INC  
 Form 4  
 May 10, 2016

**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)  
 05/08/2016

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Stock                    | 05/08/2016                           |  | M                              |   | 1,250   | A  | \$ 0  |
| Common Stock                    | 05/08/2016                           |  | M                              |   | 1,125   | A  | \$ 0  |
| Common Stock                    | 05/08/2016                           |  | M                              |   | 605   | A  | \$ 0  |
| Common Stock                    | 05/08/2016                           |  | M                              |   | 756   | A  | \$ 0  |
| Common Stock                    | 05/08/2016                           |  | F                              |   | 1,248   | D  | \$ 18.29  |
|                                 |                                      |  |                                |   |   |  | 2,888   |

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|                            |                        |   |                                    |
|----------------------------|------------------------|---|------------------------------------|
| Class A<br>Common<br>Stock | 82,331                 | D |                                    |
| Class A<br>Common<br>Stock | 517,323 <sup>(1)</sup> | I | By H5, LP                          |
| Class A<br>Common<br>Stock | 517,323 <sup>(1)</sup> | I | By Pine Hill<br>Associates,<br>LLC |
| Class A<br>Common<br>Stock | 11,228                 | I | Co-tee Of<br>Tr Fbo<br>Daughter    |
| Class A<br>Common<br>Stock | 5,796                  | I | Co-tee Of<br>Tr Fbo Son            |
| Common<br>Stock            | 1,000                  | I | Co-tee Of<br>Tr Fbo<br>Daughter    |
| Common<br>Stock            | 1,000                  | I | Co-tee Of<br>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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | Amount<br>or<br>Number<br>of<br>Shares |       |
|---|--|---|---|--------------------------------------|---|--|---|--|-------|
|   |  |   |   | Code                                 | V (A) (D)   | Date<br>Exercisable  | Expiration<br>Date  | Title                                  |       |
| RSUs 2012   | <u>(2)</u>   | 05/08/2016                              |   | M                                    | 1,250   | <u>(2)</u>   | <u>(2)</u>  | Common<br>Stock                        | 1,250 |
| RSUs 2013   | <u>(3)</u>   | 05/08/2016                              |   | M                                    | 1,125   | <u>(3)</u>   | <u>(3)</u>  | Common<br>Stock                        | 1,125 |

|                           |            |            |   |     |            |            |              |       |
|---------------------------|------------|------------|---|-----|------------|------------|--------------|-------|
| RSUs 2014                 | <u>(4)</u> | 05/08/2016 | M | 605 | <u>(4)</u> | <u>(4)</u> | Common Stock | 605   |
| RSUs 2015                 | <u>(5)</u> | 05/08/2016 | M | 756 | <u>(5)</u> | <u>(5)</u> | Common Stock | 756   |
| PRsUs 2014                | <u>(6)</u> |            |   |     | <u>(6)</u> | <u>(6)</u> | Common Stock | 1,718 |
| PRsUs 2015                | <u>(7)</u> |            |   |     | <u>(7)</u> | <u>(7)</u> | Common Stock | 2,994 |
| RSUs 2016                 | <u>(8)</u> |            |   |     | <u>(8)</u> | <u>(8)</u> | Common Stock | 3,473 |
| Stock Appreciation Rights |            | \$ 18.14   |   |     | <u>(9)</u> | 01/24/2020 | Common 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

05/10/2016

\_\_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).

- 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.
- (1) 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.
  - (2) 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.
  - (3) 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.
  - (4) 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.
  - (5) Performance Restricted Stock Units ("PRsUs") award granted 1/17/2014 under the 2014 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 year 2014, which were certified by the Executive Compensation and Employee Benefits Committee on 1/23/2015. The performance units vest on February 28, 2017.

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- Performance Restricted Stock Units ("PRSUs") award granted 1/23/2015 under the 2014 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
- (7) December 31, 2015. This amount represents the number of performance units earned for fiscal year 2015, which were certified by the Executive Compensation and Employee Benefits Committee on 1/26/2016. The performance units vest on February 28, 2018.
  - (8) Restricted Stock Units ("RSUs") award granted 1/26/2016 under the 2014 Long-Term Incentive Plan. RSUs vest ratably over 4 years, beginning 5/8/2017. Each RSU is equivalent to one share of common stock upon vesting.
  - (9) 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. 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.