SMITH CLARENCE H

Form 4

January 25, 2012

FORM 4

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

OMB 3235-0287 Number:

Estimated average

OMB APPROVAL

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

Section 16. Form 4 or Form 5 obligations may continue.

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

burden hours per 0.5 response...

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * SMITH CLARENCE H			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) 01/23/2012	_X Director 10% Owner X Officer (give title Other (specify below) President & CEO		
ATLANTA,	(Street) GA 30342-		4. If Amendment, Date Original Filed(Month/Day/Year)	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)	(Zin)				

(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned
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1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)		4. Securities on Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)			
Common Stock	12/19/2011		G	V	1,537	D	\$0	78,675	D		
Common Stock								23,187	I	By Spouse	
Class A Common Stock								65,130	D		
Class A Common Stock								1,950	I	By Spouse	

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Class A Common Stock	603,497 (1)	I	By Villa Clare, LP
Class A Common Stock	603,497 (1)	I	By West Wesley, LLC

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

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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)

2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	Code	Securities Acquired (A)	Expiration D (Month/Day	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amous or Number of Sha	
<u>(2)</u>	01/23/2012		A	14,800	<u>(2)</u>	(2)	Common Stock	14,80	
<u>(3)</u>	01/23/2012		A	14,800	<u>(3)</u>	(3)	Common Stock	14,80	
<u>(4)</u>					<u>(4)</u>	<u>(4)</u>	Common Stock	14,40	
\$ 0					<u>(5)</u>	<u>(5)</u>	Common Stock	3,22	
<u>(6)</u>					<u>(6)</u>	<u>(6)</u>	Common Stock	18,00	
<u>(7)</u>					<u>(7)</u>	<u>(7)</u>	Common Stock	14,40	
\$ 9.13					<u>(8)</u>	02/06/2015	Common Stock	11,00	
\$ 8.74					<u>(9)</u>	01/27/2016	Common Stock	27,00	
	Conversion or Exercise Price of Derivative Security (2) (3) (4) \$ 0 (6) (7)	Conversion or Exercise Price of Derivative Security (2) 01/23/2012 (3) 01/23/2012 (4) \$0 (6) (7) \$9.13	Conversion or Exercise Price of Derivative Security Q1 01/23/2012 Q3 01/23/2012 Q4 9 (6) (7) \$ 9.13	Conversion or Exercise Price of Derivative Security (Month/Day/Year) Execution Date, if any (Month/Day/Year) Transactic Code (Instr. 8) Q2 01/23/2012 A Q3 01/23/2012 A Q4 \$0 Q5 \$0 Q6 \$0 Q7 \$9.13	Conversion or Exercise Price of Derivative Security (Month/Day/Year) Execution Date, if any (Month/Day/Year) TransactionDerivative Code (Instr. 8) Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) 4 01/23/2012 A 14,800 4 \$0 5 A 14,800 6 7 \$ 9.13 \$ 9.13	Conversion or Exercise Price of Derivative Security	Conversion of Exercise Price of Derivative Security	Conversion of Exercise Price of Derivative Security Execution Date, if any (Month/Day/Year) Code Note Price of Derivative Security Code Note Price of (Instr. 3. 4, and 5) Date Expiration Date (Month/Day/Year) Common Stock	

Reporting Owners

Reporting Owner Name / Address Relationships

X

Director 10% Owner Officer Other

SMITH CLARENCE H 780 JOHNSON FERRY RD. SUITE 800 ATLANTA, GA 30342-

President & CEO

Signatures

Jenny H. Parker, Attorney-in-Fact

01/23/2012

**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 Villa Clare, LP, a limited partnership ("VC") and are also reported herein by West Wesley, LLC, a limited (1) liability company ("WW"), the partnership's general partner. Mr. Smith is the sole manager of WW. Mr. Smith disclaimes beneficial ownership of shares held by VC or WW except to the extent of his pecuniary interest therein.
 - Performance Accelerated Restricted Stock Units ("PARSUs") award granted 1/23/2012 under the 2004 Long-Term Incentive Plan.
- (2) PARSUs will vest 100% on 5/8/2019. Vesting will accelerate if a certain pre-established market price per share (as defined in the Agreement) is met.
- (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.
 - Performance Accelerated Restricted Stock Units ("PARSUs") award granted 1/27/2011 under the 2004 Long-Term Incentive Plan.
- (4) PARSUs will vest 100% four years from date of grant. Vesting will accelerate if certain market price per share conditions (as defined in the Agreement) are met.
- (5) Deferred under Directors' Deferred Compensation Plan. Settlement will occur upon the earlier to occur of (i) termination of service on the Board of Directors, or (ii) death.
- Restricted Stock Units ("RSUs") award granted under the 2004 Long-Term Incentive Plan. RSUs vest in four yearly installments (10% in 6) 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.
- (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) Stock-Settled Appreciation Rights ("SARs") granted under the 2004 Long-Term Incentive Plan. SARs vest in four equal installments, beginning on 5/8/2009, and expire seven years from the grant date.
- (9) 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.

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.

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