

HAVERTY FURNITURE COMPANIES INC
 Form 4/A
 May 19, 2016

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 *
 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
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/08/2016

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman, President & CEO

ATLANTA, GA 30342-

4. If Amendment, Date Original Filed(Month/Day/Year)
 05/10/2016

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 | 02/29/2016 | | G | V 1,351 D \$ 0 | 51,381 ⁽¹⁾ | D | |
| Common Stock | 02/29/2016 | | G | V 1,351 A \$ 0 | 28,338 | I | By Spouse |
| Common Stock | 05/08/2016 | | M | 970 A \$ 0 | 52,351 | D | |
| Common Stock | 05/08/2016 | | M | 1,422 A \$ 0 | 53,773 | D | |
| Common Stock | 05/08/2016 | | M | 3,700 A \$ 0 | 57,473 | D | |

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| | | | | | | | | |
|----------------------|------------|---|-------|---|----------|------------------------|---|---------------------|
| Common Stock | 05/08/2016 | M | 3,000 | A | \$ 0 | 60,473 | D | |
| Common Stock | 05/08/2016 | F | 3,034 | D | \$ 18.29 | 57,439 | D | |
| Class A Common Stock | | | | | | 87,036 ⁽¹⁾ | D | |
| Class A Common Stock | | | | | | 1,950 | I | By Spouse |
| Class A Common Stock | | | | | | 603,497 ⁽²⁾ | I | By Villa Clare, LP |
| Class A Common Stock | | | | | | 603,497 ⁽²⁾ | 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)

| 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 Shares |
| PRSUs 2014.1 | ⁽³⁾ | 05/08/2016 | | M | 970 | ⁽³⁾ ⁽³⁾ | Common Stock 970 |
| PRSUs 2015.1 | ⁽⁴⁾ | 05/08/2016 | | M | 1,422 | ⁽⁴⁾ ⁽⁴⁾ | Common Stock 1,422 |
| RSUs 2012 | ⁽⁵⁾ | 05/08/2016 | | M | 3,700 | ⁽⁵⁾ ⁽⁵⁾ | Common Stock 3,700 |
| RSUs 2013 | ⁽⁶⁾ | 05/08/2016 | | M | 3,000 | ⁽⁶⁾ ⁽⁶⁾ | Common Stock 3,000 |
| | \$ 0 | 05/09/2016 | | A | 76 | ⁽⁷⁾ ⁽⁷⁾ | 76 |

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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.

- (9) 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 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.
- (10) 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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