

HAVERTY FURNITURE COMPANIES INC

Form 4

January 27, 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

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(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)  
01/23/2015

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

(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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             |                                         | (A)<br>or<br>(D)                                                           |                                                                                                                    |                                                                      |                                                                   |
| Class A<br>Common<br>Stock            |                                         |                                                             | Code                                    | V Amount (D) Price                                                         | 65,130                                                                                                             | D                                                                    |                                                                   |
| Class A<br>Common<br>Stock            |                                         |                                                             |                                         |                                                                            | 1,950                                                                                                              | I                                                                    | By Spouse                                                         |
| Class A<br>Common<br>Stock            |                                         |                                                             |                                         |                                                                            | 603,497 <sup>(1)</sup>                                                                                             | I                                                                    | By Villa<br>Clare, LP                                             |
| Class A                               |                                         |                                                             |                                         |                                                                            | 603,497 <sup>(1)</sup>                                                                                             | I                                                                    | By West                                                           |

|              |        |   |             |
|--------------|--------|---|-------------|
| Common Stock |        |   | Wesley, LLC |
| Common Stock | 69,448 | D |             |
| Common Stock | 26,987 | I | By Spouse   |

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 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 2015                                 | (2)                                                    | 01/23/2015                           |                                                    | A                              |                                                                                         | 13,271                                                   |     | (2)                                                           | (2)             | Common Stock | 13,271                     |
| PRSUs 2015.1                               | (3)                                                    | 01/23/2015                           |                                                    | A                              |                                                                                         | 5,688                                                    |     | (3)                                                           | (3)             | Common Stock | 5,688                      |
| Phantom Stock                              | \$ 0                                                   |                                      |                                                    |                                |                                                                                         |                                                          |     | (4)                                                           | (4)             | Common Stock | 3,450                      |
| PRSUs 2014                                 | (5)                                                    |                                      |                                                    |                                |                                                                                         |                                                          |     | (5)                                                           | (5)             | Common Stock | 9,080                      |
| PRSUs 2014.1                               | (6)                                                    |                                      |                                                    |                                |                                                                                         |                                                          |     | (6)                                                           | (6)             | Common Stock | 3,880                      |
| RSUs 2011-01-27                            | (7)                                                    |                                      |                                                    |                                |                                                                                         |                                                          |     | (7)                                                           | (7)             | Common Stock | 3,600                      |
| RSUs 2012                                  | (8)                                                    |                                      |                                                    |                                |                                                                                         |                                                          |     | (8)                                                           | (8)             | Common Stock | 7,400                      |
| RSUs 2013                                  | (9)                                                    |                                      |                                                    |                                |                                                                                         |                                                          |     | (9)                                                           | (9)             | Common Stock | 9,000                      |
| Stock Appreciation                         | \$ 18.14                                               |                                      |                                                    |                                |                                                                                         |                                                          |     | (10)                                                          | 01/24/2020      | Common Stock | 22,000                     |

Rights

## Reporting Owners

| Reporting Owner Name / Address                                               | Relationships |           |                           |       |
|------------------------------------------------------------------------------|---------------|-----------|---------------------------|-------|
|                                                                              | Director      | 10% Owner | Officer                   | Other |
| SMITH CLARENCE H<br>780 JOHNSON FERRY RD.<br>SUITE 800<br>ATLANTA, GA 30342- | X             |           | Chairman, President & CEO |       |

## Signatures

Jenny H. Parker,  
Attorney-in-Fact

01/24/2015

\_\_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) These shares are held by Villa Clare, LP, a limited partnership ("VC") and are also reported herein by West Wesley, LLC, a limited liability company ("WW"), the partnership's general partner. Mr. Smith is the sole manager of WW. Mr. Smith disclaims beneficial ownership of shares held by VC or WW except to the extent of his pecuniary interest therein.

(2) 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. The performance units vest in February 2018 based on the company's EBITDA for the year ended December 31, 2015. The performance units reported represent target performance. The maximum number of performance units which may be earned is 160% of the target performance units, and the minimum number of performance units which may be earned is zero performance units.

(3) 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. The performance units vest ratably over four years beginning on May 8, 2016 based on the company's sales performance for each of the four years 2015 - 2018.

(4) 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.

(5) 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. The performance units vest in February 2017 based on the company's EBITDA for the year ended December 31, 2014. The performance units reported represent target performance. The maximum number of performance units which may be earned is 160% of the target performance units, and the minimum number of performance units which may be earned is zero performance units.

(6) 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. The performance units vest ratably over four years beginning on May 8, 2015 based on the company's sales performance for each of the four years 2014 - 2017.

(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) 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.

(9) 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.

(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.

## Edgar Filing: HAVERTY FURNITURE COMPANIES INC - Form 4

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