

SMITH CLARENCE H
Form 4
May 12, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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

3. Date of Earliest Transaction (Month/Day/Year)
05/08/2009

Director 10% Owner
 Officer (give title below) Other (specify below)
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 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)
				(A) or (D) Code V Amount (D) Price			
Common Stock	05/08/2009		F	2,921 D \$ 10.56	85,244	D	
Common Stock					18,187	I	By Spouse
Class A Common Stock					65,130	D	
Class A Common Stock					1,950	I	By Spouse

Edgar Filing: SMITH CLARENCE H - Form 4

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

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)	Amount or Number of Shares	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	
Phantom Stock	\$ 0	05/08/2009		A	40	<u>(1)</u>	<u>(1)</u>	Common Stock	40
Performance Accelerated Restricted Stock Units	\$ 8.74					<u>(2)</u>	01/27/2016	Common Stock	9,500
Stock Appreciation Rights	\$ 9.13					<u>(3)</u>	02/06/2015	Common Stock	11,000
Stock Appreciation Rights	\$ 8.74					<u>(4)</u>	01/27/2016	Common Stock	27,000
Stock Options (Right to Buy)	\$ 13.875					10/21/2000	10/21/2009	Common Stock	25,000
Stock Options	\$ 11.625					04/30/2002	10/26/2010	Common Stock	12,284

(Right to Buy)

Stock Options (Right to Buy)	\$ 15.94	04/30/2003	12/20/2011	Common Stock	30,000
------------------------------	----------	------------	------------	--------------	--------

Stock Options (Right to Buy)	\$ 12.9	04/30/2004	12/19/2012	Common Stock	22,000
------------------------------	---------	------------	------------	--------------	--------

Stock Options (Right to Buy)	\$ 20.3	04/30/2005	12/09/2010	Common Stock	25,000
------------------------------	---------	------------	------------	--------------	--------

Reporting Owners

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

Signatures

Jenny H. Parker, Attorney-in-Fact	05/11/2009
--------------------------------------	------------

**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) 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.

(2) Performance Accelerated Restricted Stock Units ("PARSUs") award granted under the 2004 Long-Term Incentive Plan. PARSUs will vest 100% seven years from date of grant. Vesting will accelerate if a certain pre-established target market price per share (as defined in the Agreement) is met.

(3) 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.

(4) Stock-Settled Appreciation Rights ("SARs") granted under the 2004 Long-Term Incentive Plan. SARs vest in four equal installments, beginning on 5/10/2010, 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.