

SMITH CLARENCE H
Form 4
March 11, 2013

FORM 4

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

OMB APPROVAL

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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)
03/07/2013

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 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--------------|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | | | |
| Common Stock | 03/07/2013 | | G | V | 2,000 | D \$ 0 | 75,638 | D | |
| Common Stock | 03/07/2013 | | M | | 20,250 | A \$ 8.74 | 95,888 | D | |
| Common Stock | 03/07/2013 | | F | | 13,055 | D \$ 18.72 | 82,833 | D | |
| Common Stock | 03/07/2013 | | S | | 5,000 | D \$ 18.6611 | 77,833 | D | |
| Common Stock | 03/08/2013 | | S | | 1,739 | D \$ 18.7383 | 76,094 | D | |

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| | | | |
|----------------------------|------------------------|---|---------------------------|
| Class A Common Stock | 65,130 | D | |
| Class A Common Stock | 1,950 | I | By Spouse |
| Class A Common Stock | 603,497 ⁽¹⁾ | I | By Villa Clare, LP |
| Class A Common Stock | 603,497 ⁽¹⁾ | I | By West Wesley, LLC |
| Common Stock | 23,187 | I | By Spouse |

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

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(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 Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares | |
|---|---|---|---|---|--|--|--|-------------------------------------|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Stock Appreciation Rights | \$ 8.74 | 03/07/2013 | | M | 20,250 | ⁽²⁾ | 01/27/2016 | Common Stock | 20,250 |
| PARSUs 2011-01-27 | ⁽³⁾ | | | | | ⁽³⁾ | ⁽³⁾ | Common Stock | 14,400 |
| PARSUs 2012 | ⁽⁴⁾ | | | | | ⁽⁴⁾ | ⁽⁴⁾ | Common Stock | 14,800 |
| Phantom Stock | \$ 0 | | | | | ⁽⁵⁾ | ⁽⁵⁾ | Common Stock | 3,260 |
| Restricted Stock Units | ⁽⁶⁾ | | | | | ⁽⁶⁾ | ⁽⁶⁾ | Common Stock | 16,000 |

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- (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 5/8/2009, and expire seven years from the grant date.
- (11) 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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