

HAVERTY RAWSON JR
Form 4
December 19, 2011

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 *
HAVERTY RAWSON JR

2. Issuer Name and Ticker or Trading Symbol
HAVERTY FURNITURE COMPANIES INC [HVT]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
Senior Vice President

(Last) (First) (Middle)
780 JOHNSON FERRY RD., SUITE 800
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/15/2011
4. If Amendment, Date Original Filed(Month/Day/Year)

ATLANTA, GA 30342-

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 Ownership (Instr. 4)		
				(A) or (D)	Price				
				Code	V	Amount			
Common Stock	12/15/2011		S	5,000	D	\$ 11.815	18,000 ⁽¹⁾	I	By H5, LP
Common Stock	12/16/2011		S	5,000	D	\$ 11.3788	13,000 ⁽¹⁾	I	By H5, LP
Common Stock	12/19/2011		S	13,000	D	\$ 11.0296	0 ⁽¹⁾	I	By H5, LP
Common Stock							1,000	I	Co-tee Of Tr Fbo Daughter
							1,000	I	

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Common Stock						Co-tee Of Tr Fbo Son
Class A Common Stock		112,451	D			
Class A Common Stock		854,453 ⁽¹⁾	I			By H5, LP
Class A Common Stock		854,453 ⁽¹⁾	I			By Pine Hill Associates, LLC
Class A Common Stock		11,228	I			Co-tee Of Tr Fbo Daughter
Class A Common Stock		5,796	I			Co-tee Of Tr Fbo Son

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 of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
PARSUs 2011-01-27	<u>(2)</u>					<u>(2)</u>	<u>(2)</u>	Common Stock	5,000
Restricted Stock Units	<u>(3)</u>					<u>(3)</u>	<u>(3)</u>	Common Stock	6,300
	<u>(4)</u>					<u>(4)</u>	<u>(4)</u>		5,000

RSUs 2011-01-27						Common Stock	
Stock Appreciation Rights	\$ 9.13	(5)	02/06/2015			Common Stock	3,350
Stock Appreciation Rights	\$ 8.74	(6)	01/27/2016			Common Stock	8,000
Stock Options (Right to Buy)	\$ 15.94		04/30/2003	12/20/2011		Common Stock	17,000
Stock Options (Right to Buy)	\$ 12.9		04/30/2004	12/19/2012		Common Stock	13,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HAVERTY RAWSON JR 780 JOHNSON FERRY RD. SUITE 800 ATLANTA, GA 30342-	X	X	Senior Vice President	

Signatures

Jenny H. Parker, Attorney-in-Fact	12/19/2011
<u> </u> **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 H5, LP, a limited partnership ("H5") and are also reported herein by Pine Hill Associates, LLC, a limited liability company ("PH"), the partnership's general partner. Mr. Haverty is the sole manager of PH. Mr. Haverty disclaims beneficial ownership of shares held by H5 or PH except to the extent of his pecuniary interest therein.
- (1) Performance Accelerated Restricted Stock Units ("PARSUs") award granted 1/27/2011 under the 2004 Long-Term Incentive Plan. 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.
 - (2) Restricted Stock Units ("RSUs") award granted under the 2004 Long-Term Incentive Plan. RSUs vest in four yearly installments (10% in 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.
 - (3) 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.
 - (4)
 - (5)

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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.

- (6) 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.

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