

HAVERTY FURNITURE COMPANIES INC
 Form 5
 January 03, 2017

FORM 5

**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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2016

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

780 JOHNSON FERRY RD., SUITE 800

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

ATLANTA, GA 30342-

(City) (State) (Zip)

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|----|-----|--|--|---|
| | | | | (A) | or | (D) | Price | | |
| Class A Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | 87,036 | D | ^ |
| Class A Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | 1,950 | I | By Spouse |
| Class A Common | ^ | ^ | ^ | ^ | ^ | ^ | 603,497 ⁽¹⁾ | I | By Villa Clare, LP |

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| | | | | | | | | | | |
|----------------------|---|---|---|---|---|---|--------------------|---|--|--------------------------------|
| Stock | | | | | | | | | | |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 603,497 <u>(1)</u> | I | | By West Wesley, LLC |
| Common Stock | Â | Â | Â | Â | Â | Â | 44,201 | D | | Â |
| Common Stock | Â | Â | Â | Â | Â | Â | 7,850 <u>(2)</u> | I | | By Georgia Limited Partnership |
| Common Stock | Â | Â | Â | Â | Â | Â | 28,338 | 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 of Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------------|--------|
| | | | | | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Phantom Stock | \$ 0 | Â | Â | Â | Â | Â | Â <u>(3)</u> | Â <u>(3)</u> | Common Stock | 3,748 |
| PRSUs 2014 | Â | Â | Â | Â | Â | Â | Â <u>(4)</u> | Â <u>(4)</u> | Common Stock | 6,447 |
| PRSUs 2015 | Â | Â | Â | Â | Â | Â | Â <u>(5)</u> | Â <u>(5)</u> | Common Stock | 13,152 |
| RSUs 2013 | Â | Â | Â | Â | Â | Â | Â <u>(6)</u> | Â <u>(6)</u> | Common Stock | 3,000 |
| Stock Appreciation Rights | \$ 18.14 | Â | Â | Â | Â | Â | Â <u>(7)</u> | 01/24/2020 | Common Stock | 22,000 |

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 | A | A Chairman, President & CEO | A |

Signatures

Jenny H. Parker,
Attorney-in-Fact

01/03/2017

__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 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) Mr. Smith is a member of a Georgia limited partnership which beneficially owns these shares of Common Stock. Mr. Smith disclaims beneficial ownership of these shares except to the extent of his pecuniary interest in the partnership.
 - (3) 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.
 - (4) Performance Restricted Stock Units ("RSUs") award granted 1/17/2014 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, 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.
 - (5) Performance Restricted Stock Units ("RSUs") 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.
 - (6) 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.
 - (7) 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 provided 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.