

SMITH CLARENCE H  
Form 4  
May 10, 2018

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

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

3. Date of Earliest Transaction (Month/Day/Year)  
05/07/2018

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (D) or Price (A)		
Common Stock	05/08/2018		M		970 A \$ 0	42,459	D
Common Stock	05/08/2018		M		1,422 A \$ 0	43,881	D
Common Stock	05/08/2018		F		1,085 D \$ 19.35	42,796	D
Class A Common Stock						87,036	D
						1,950	I By Spouse

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Class A Common Stock							
Class A Common Stock		603,497 <sup>(1)</sup>	I				By Villa Clare, LP
Class A Common Stock		603,497 <sup>(1)</sup>	I				By West Wesley, LLC
Common Stock		7,850 <sup>(2)</sup>	I				By Georgia Limited Partnership
Common Stock		29,689	I				By Spouse

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

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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 Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Phantom Stock	\$ 0	05/07/2018 <sup>(10)</sup>		A	123	<u>(3)</u> <u>(3)</u>	Common Stock	123
PRSUs 2014.1	<u>(4)</u>	05/08/2018		M	970	<u>(4)</u> <u>(4)</u>	Common Stock	970
PRSUs 2015.1	<u>(5)</u>	05/08/2018		M	1,422	<u>(5)</u> <u>(5)</u>	Common Stock	1,422
PRSUs 2016	<u>(6)</u>					<u>(6)</u> <u>(6)</u>	Common Stock	16,100
PRSUs 2017	<u>(7)</u>					<u>(7)</u> <u>(7)</u>	Common Stock	14,380
RSUs 2018	<u>(8)</u>					<u>(8)</u> <u>(8)</u>		2,580

Stock				Common Stock	
Appreciation	\$ 18.14	(9)	01/24/2020	Common Stock	22,00
Rights					

## 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		Chairman, President & CEO	

## Signatures

Jenny H. Parker,  
Attorney-in-Fact

05/10/2018

\_\_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) Mr. Smith is a partner in 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 ("PRSUs") 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 Company's sales performance for each of the four years 2014 - 2017. This amount represents the number of performance units earned for fiscal 2017, which were certified by the Executive Compensation and Employee Benefits Committee on 1/30/2018 and will vest on May 8, 2018.
  - (5) 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 based on the Company's sales performance for each of the four years 2015 -2018. This amount represents the number of performance units earned for fiscal 2017, which were certified by the Executive Compensation and Employee Benefits Committee on 1/30/2018 and will vest on May 8, 2018.
  - (6) Performance Restricted Stock Units ("PRSUs") award granted 1/26/2016 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, 2016. This amount represents the number of performance units earned for fiscal year 2016, which were certified by the Executive Compensation and Employee Benefits Committee on 1/30/2017. The performance units vest on February 28, 2019.
  - (7) Performance Restricted Stock Units ("PRSUs") award granted 1/30/2017 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, 2017. This amount represents the number of performance units earned for fiscal year 2017, which were certified by the Executive Compensation and Employee Benefits Committee on 1/30/2018. The performance units vest on February 28, 2020.
  - (8) Restricted Stock Units ("RSUs") award granted 1/30/2018 under the 2014 Long-Term Incentive Plan. RSUs vest ratably over 4 years, beginning 5/8/2019. Each RSU is equivalent to one share of common stock upon vesting.

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- (9) 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.
- (10) The reporting of this transaction is late due to an inadvertent administrative error.

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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