

Gill John Linwood
Form 4
March 04, 2019

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Gill John Linwood

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 ROAD, NE,
SUITE 800

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

02/28/2019

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
Senior V.P., Merchandising

(Street)
ATLANTA, GA 30342

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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) | Price |
| Common Stock | 02/28/2019 | | M | | 2,198 | A | \$ 0 |
| Common Stock | 02/28/2019 | | F | | 944 | D | \$ 24.36 |
| Class A Common Stock | | | | | | | 7,500 |

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**

SEC 1474
(9-02)

required to respond unless the form displays a currently valid OMB control number.

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) | | 8. Price or Value of Derivative Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------------|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| PRSUs 2016 | (1) | 02/28/2019 | | M | 2,198 | (1) | (1) | Common Stock | 2,198 | \$ 0 |
| PRSUs 2017 | (2) | | | | | (2) | (2) | Common Stock | 1,868 | |
| PRSUs 2018 | (3) | | | | | (3) | (3) | Common Stock | 1,854 | |
| RSUs 2015 | (4) | | | | | (4) | (4) | Common Stock | 1,000 | |
| RSUs 2016 | (5) | | | | | (5) | (5) | Common Stock | 1,040 | |
| RSUs 2017 | (6) | | | | | (6) | (6) | Common Stock | 1,500 | |
| RSUs 2018 | (7) | | | | | (7) | (7) | Common Stock | 2,000 | |
| RSUs 2019 | (8) | | | | | (8) | (8) | Common Stock | 3,400 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Gill John Linwood 780 JOHNSON FERRY ROAD, NE, SUITE 800 ATLANTA, GA 30342 | | | Senior V.P., Merchandising | |

Signatures

Jenny H. Parker,
Attorney-in-Fact

03/04/2019

__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) 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.

(2) 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.

(3) Performance Restricted Stock Units ("PRSUs") award granted 1/30/2018 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, 2018. This amount represents the number of performance units earned for fiscal year 2018, which were certified by the Nominating, Compensation and Governance Committee on 1/31/2019. The performance units vest on February 28, 2021.

(4) Restricted Stock Units ("RSUs") from award granted on 1/23/2015 under the 2014 Long-Term Incentive Plan. These RSUs vest equally over 4 years, beginning 5/8/2016. Each RSU is equivalent to one share of common stock upon vesting.

(5) Restricted Stock Units ("RSUs") award granted 1/26/2016 under the 2014 Long-Term Incentive Plan. RSUs vest ratably over 4 years, beginning 5/8/2017. Each RSU is equivalent to one share of common stock upon vesting.

(6) Restricted Stock Units ("RSUs") award granted 1/30/2017 under the 2014 Long-Term Incentive Plan. RSUs vest ratably over 4 years, beginning 5/8/2018. Each RSU is equivalent to one share of common stock upon vesting.

(7) 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.

(8) Restricted Stock Units ("RSUs") award granted 1/31/2019 under the 2014 Long-Term Incentive Plan. RSUs vest ratably over 4 years, beginning 5/8/2020. Each RSU is equivalent to one share of common stock upon vesting.

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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