

HAVERTY RAWSON JR
Form 4
January 25, 2012

FORM 4

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

OMB APPROVAL

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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)

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

3. Date of Earliest Transaction (Month/Day/Year)
01/23/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
Senior Vice President

(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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Class A Common Stock | | | | (A) or (D) | 112,451 | D | |
| Class A Common Stock | | | | (A) or (D) | 854,453 ⁽¹⁾ | I | By H5, LP |
| Class A Common Stock | | | | (A) or (D) | 854,453 ⁽¹⁾ | I | By Pine Hill Associates, LLC |
| Class A Common Stock | | | | (A) or (D) | 11,228 | I | Co-tee Of |

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| | | | | |
|----------------------|-------|---|--|----------------------------|
| Common Stock | | | | Tr Fbo Daughter |
| Class A Common Stock | 5,796 | I | | Co-ttee Of Tr Fbo Son |
| Common Stock | 1,000 | I | | Co-ttee Of Tr Fbo Daughter |
| Common Stock | 1,000 | I | | Co-ttee Of Tr Fbo Son |

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

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code V | (A) (D) | Date Exercisable Expiration Date | Title | |
| PARSUs 2012 | (2) | 01/23/2012 | | A | 5,000 | (2) (2) | Common Stock | 5,000 |
| RSUs 2012 | (3) | 01/23/2012 | | A | 5,000 | (3) (3) | Common Stock | 5,000 |
| PARSUs 2011-01-27 | (4) | | | | | (4) (4) | Common Stock | 5,000 |
| Restricted Stock Units | (5) | | | | | (5) (5) | Common Stock | 6,300 |
| RSUs 2011-01-27 | (6) | | | | | (6) (6) | Common Stock | 5,000 |
| Stock Appreciation Rights | \$ 9.13 | | | | | (7) 02/06/2015 | Common Stock | 3,350 |
| | \$ 8.74 | | | | | (8) 01/27/2016 | | 8,000 |

