

HAVERTY FURNITURE COMPANIES INC

Form 4

May 12, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

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 *
BURDETTE STEVEN G

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)
05/08/2014

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
Executive 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 Ownership (Instr. 4) |
|---------------------------------------|---|---|---|---|--|--|---|
| | | | Code | V | Amount (A) or (D) | Price | |
| Common Stock | 05/08/2014 | | M | | 7,000 | A \$ 0 | 31,310 D |
| Common Stock | 05/08/2014 | | M | | 1,875 | A \$ 0 | 33,185 D |
| Common Stock | 05/08/2014 | | M | | 1,900 | A \$ 0 | 35,085 D |
| Common Stock | 05/08/2014 | | M | | 1,750 | A \$ 0 | 36,835 D |
| Common Stock | 05/08/2014 | | F | | 4,179 | D \$ 25.37 | 32,656 D |

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| | | | | | | | |
|----------------------------|------------|---|-------|---|---------|--------|---|
| Common Stock | 05/09/2014 | S | 3,000 | D | \$ 25.5 | 29,656 | D |
| Class A Common Stock | | | | | | 30 | D |

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 of Underlying Securities (Instr. 3 and 4) | | | |
|---|---|---|---|---|---|--|-----|---|--------------------|-----------------|------------------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Share |
| Restricted Stock Units | <u>(1)</u> | 05/08/2014 | | M | | 7,000 | | <u>(1)</u> | <u>(1)</u> | Common Stock | 7,000 |
| RSUs 2011-01-27 | <u>(2)</u> | 05/08/2014 | | M | | 1,875 | | <u>(2)</u> | <u>(2)</u> | Common Stock | 1,875 |
| RSUs 2012 | <u>(3)</u> | 05/08/2014 | | M | | 1,900 | | <u>(3)</u> | <u>(3)</u> | Common Stock | 1,900 |
| RSUs 2013 | <u>(4)</u> | 05/08/2014 | | M | | 1,750 | | <u>(4)</u> | <u>(4)</u> | Common Stock | 1,750 |
| PRSUs 2014 | <u>(5)</u> | | | | | | | <u>(5)</u> | <u>(5)</u> | Common Stock | 3,630 |
| RSUs 2014 | <u>(6)</u> | | | | | | | <u>(6)</u> | <u>(6)</u> | Common Stock | 3,630 |
| Stock Appreciation Rights | \$ 18.14 | | | | | | | <u>(7)</u> | 01/24/2020 | Common Stock | 12,500 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer

Other

BURDETTE STEVEN G
780 JOHNSON FERRY RD.
SUITE 800
ATLANTA, GA 30342-

Executive Vice President

Signatures

Belinda J. Clements,
Attorney-in-Fact

05/12/2014

__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).
- 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.
- (1) 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.
 - (2) Restricted Stock Units ("RSUs") award granted 1/23/2012 under the 2004 Long-Term Incentive Plan. RSUs vest equally over 4 years, beginning 5/8/2013. Each RSU is equivalent to one share of common stock upon vesting.
 - (3) 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.
 - (4) Performance Restricted Stock Units ("PRSUs") award granted 1/17/2014 under the 2004 Long-Term Incentive Plan. Each performance unit represents a contingent right to receive one share of the company's common stock. The performance units vest in February 2017 based on the company's EBITDA for the year ended December 31, 2014. The performance units reported represent target performance. The maximum number of performance units which may be earned is 160% of the target performance units, and the minimum number of performance units which may be earned is zero performance units.
 - (5) Restricted Stock Units ("RSUs") award granted 1/17/2014 under the 2004 Long-Term Incentive Plan. RSUs vest ratably over 4 years, beginning 5/8/2015. Each RSU is equivalent to one share of common stock upon vesting.
 - (6) 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.
 - (7)

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