

SMITH CLARENCE H  
Form 4  
December 17, 2012

**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)

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

3. Date of Earliest Transaction (Month/Day/Year)  
11/29/2012

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

(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 (D) Price  |   |  |                                   |
| Common Stock                    | 11/29/2012                           |  | G                              | V 2,927 D \$ 0  | 79,530  | D  |                                   |
| Class A Common Stock            |                                      |  |                                |   | 65,130  | D  |                                   |
| Class A Common Stock            |                                      |  |                                |   | 1,950   | I  | By Spouse                         |
| Class A Common Stock            |                                      |  |                                |   | 603,497 <sup>(1)</sup>  | I  | By Villa Clare, LP                |

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|                            |  |                        |   |                           |
|----------------------------|--|------------------------|---|---------------------------|
| Stock                      |  |                        |   |                           |
| Class A<br>Common<br>Stock |  | 603,497 <sup>(1)</sup> | I | By West<br>Wesley,<br>LLC |
| Common<br>Stock            |  | 23,187                 | 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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Amount<br>or<br>Number<br>of Shares |        |
|---|--|---|---|--------------------------------------|--|--|---|--|--------|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title                                  |        |
| PARSUs<br>2011-01-27                                | <sup>(2)</sup>   |   |   |                                      |  | <sup>(2)</sup>   | <sup>(2)</sup>  | Common<br>Stock                        | 14,400 |
| PARSUs<br>2012                                      | <sup>(3)</sup>   |   |   |                                      |  | <sup>(3)</sup>   | <sup>(3)</sup>  | Common<br>Stock                        | 14,800 |
| Phantom<br>Stock                                    | \$ 0   |   |   |                                      |  | <sup>(4)</sup>   | <sup>(4)</sup>  | Common<br>Stock                        | 3,260  |
| Restricted<br>Stock Units                           | <sup>(5)</sup>   |   |   |                                      |  | <sup>(5)</sup>   | <sup>(5)</sup>  | Common<br>Stock                        | 16,000 |
| RSUs<br>2011-01-27                                  | <sup>(6)</sup>   |   |   |                                      |  | <sup>(6)</sup>   | <sup>(6)</sup>  | Common<br>Stock                        | 10,800 |
| RSUs 2012   | <sup>(7)</sup>   |   |   |                                      |  | <sup>(7)</sup>   | <sup>(7)</sup>  | Common<br>Stock                        | 14,800 |
| Stock<br>Appreciation<br>Rights                     | \$ 9.13  |   |   |                                      |  | <sup>(8)</sup>   | 02/06/2015  | Common<br>Stock                        | 11,000 |
| Stock   | \$ 8.74  |   |   |                                      |  | <sup>(9)</sup>   | 01/27/2016  | Common                                 | 27,000 |

Appreciation  
Rights

Stock

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                           |       |
|--|---------------|-----------|---------------------------|-------|
|  | Director      | 10% Owner | Officer                   | Other |
| SMITH CLARENCE H<br>780 JOHNSON FERRY RD.<br>SUITE 800<br>ATLANTA, GA 30342- | X             |           | Chairman, President & CEO |       |

## Signatures

Jenny H. Parker,  
Attorney-in-Fact

12/17/2012

\_\_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) Performance Accelerated Restricted Stock Units ("PARSUs") award granted 1/27/2011 under the 2004 Long-Term Incentive Plan. PARSUs will vest 100% four years from date of grant. Vesting will accelerate if certain market price per share conditions (as defined in the Agreement) are met.

(3) Performance Accelerated Restricted Stock Units ("PARSUs") award granted 1/23/2012 under the 2004 Long-Term Incentive Plan. PARSUs will vest 100% on 5/8/2019. Vesting will accelerate if a certain pre-established market price per share (as defined in the Agreement) is met.

(4) 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.

(5) 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.

(6) 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.

(7) 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.

(8) Stock-Settled Appreciation Rights ("SARs") granted under the 2004 Long-Term Incentive Plan. SARs vest in four equal installments, beginning on 5/8/2009, and expire seven years from the grant date.

(9) Stock-Settled Appreciation Rights ("SARs") granted under the 2004 Long-Term Incentive Plan. SARs vest in four equal installments, beginning on 5/8/2010, and expire seven years from the grant date.

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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