

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-28** | Period of Report: **2012-12-11**  
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### REPORTING OWNER

#### HAVERTY RAWSON JR

CIK: **1214531**

Type: **4** | Act: **34** | File No.: **001-14445** | Film No.: **13552819**

### ISSUER

#### HAVERTY FURNITURE COMPANIES INC

CIK: **216085** | IRS No.: **580281900** | State of Incorporation: **MD** | Fiscal Year End: **1231**  
SIC: **5712** Furniture stores

Mailing Address

780 JOHNSON FERRY ROAD  
SUITE 800  
ATLANTA GA 30342

Business Address

780 JOHNSON FERRY ROAD  
SUITE 800  
ATLANTA GA 30342  
404-443-2900

# FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person <b>HAVERTY RAWSON JR</b>			2. Issuer Name and Ticker or Trading Symbol <b>HAVERTY FURNITURE COMPANIES INC [HVT]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/11/2012			Senior Vice President		
780 JOHNSON FERRY RD., SUITE 800			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street)								
ATLANTA, GA 30342-								
(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	(A) or (D)	Price			
Class A Common Stock	12/11/2012		J	(1)	120,930	A	\$ 0	120,930	I	Co-tee MMH Revocable Tr.
Class A Common Stock	12/11/2012		J	(1)	120,930	D	\$ 0	0	I	Co-Ttee of Marital Trust B f/b/o MMH
Common Stock	12/11/2012		J	(1)	67,700	A	\$ 0	67,700	I	Co-tee MMH Revocable Tr.
Common Stock	12/11/2012		J	(1)	67,700	D	\$ 0	0	I	Co-Ttee of Marital Trust B f/b/o MMH
Common Stock	12/12/2012		J	(2)	67,700	D	\$ 0	0	I	Co-tee MMH Revocable Tr.
Class A Common Stock								100,451	D	
Class A Common Stock								655,823 (3)	I	By H5, LP
Class A Common Stock								655,823 (3)	I	By Pine Hill Associates, LLC
Class A Common Stock								11,228	I	Co-tee Of Tr Fbo Daughter
Class A Common Stock								5,796	I	Co-tee Of Tr Fbo Son
Common Stock								1,000	I	Co-tee Of Tr Fbo Daughter

Common Stock										1,000	I	Co-tee Of Tr Fbo Son
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**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
RSUs 2013	(4)	01/24/2013		A		4,500		(4)	(4)	Common Stock	4,500	\$ 0	4,500	D	
Stock Appreciation Rights	\$18.14	01/24/2013		A		8,000		(5)	01/24/2020	Common Stock	8,000	\$ 0	8,000	D	
PARSUs 2011-01-27	(6)							(6)	(6)	Common Stock	5,000		5,000	D	
PARSUs 2012	(7)							(7)	(7)	Common Stock	5,000		5,000	D	
Restricted Stock Units	(8)							(8)	(8)	Common Stock	5,600		5,600	D	
RSUs 2011-01-27	(9)							(9)	(9)	Common Stock	3,750		3,750	D	
RSUs 2012	(10)							(10)	(10)	Common Stock	5,000		5,000	D	
Stock Appreciation Rights	\$8.74							(11)	01/27/2016	Common Stock	8,000		8,000	D	

**Explanation of Responses:**

- Transfer of shares from one trust to another for no consideration.
- Distribution from Trust to non-insider beneficiary.
- These shares are held by H5, LP, a limited partnership ("H5") and are also reported herein by Pine Hill Associates, LLC, a limited liability company ("PH"), the partnership's general partner. Mr. Haverty is the sole manager of PH. Mr. Haverty disclaims beneficial ownership of shares held by H5 or PH except to the extent of his pecuniary interest therein.
- 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.
- 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.
- 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.
- 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.
- 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.
- 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.
- 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.
- 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.

## Signatures

Jenny H. Parker, Attorney-in-Fact

\*\* Signature of Reporting Person

01/28/2013

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**