SMITH CLARENCE H
Form 4
March 11, 2013

# FORM 4

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

**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 Number: | 3235-0287 |
| Expires: | January 31, 2005 |
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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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
SMITH CLARENCE H

(Last) (First) (Middle)

780 JOHNSON FERRY RD., SUITE 800

(Street)

ATLANTA, GA 30342-

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
HAVERTY FURNITURE COMPANIES INC [HVT]

3. Date of Earliest Transaction (Month/Day/Year)
03/07/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

**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 | | | |
| Common Stock | 03/07/2013 | | G | V | 2,000 | D | $ 0 | 75,638 | D | |
| Common Stock | 03/07/2013 | | M | | 20,250 | A | $ 8.74 | 95,888 | D | |
| Common Stock | 03/07/2013 | | F | | 13,055 | D | $ 18.72 | 82,833 | D | |
| Common Stock | 03/07/2013 | | S | | 5,000 | D | $ 18.6611 | 77,833 | D | |
| Common Stock | 03/08/2013 | | S | | 1,739 | D | $ 18.7383 | 76,094 | D | |

| | | | |
|---|---|---|---|
| Class A Common Stock | 65,130 | D | |
| Class A Common Stock | 1,950 | I | By Spouse |
| Class A Common Stock | 603,497 (1) | I | By Villa Clare, LP |
| Class A Common Stock | 603,497 (1) | I | By West Wesley, LLC |
| Common Stock | 23,187 | I | By Spouse |

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.**

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 Shares |
| Stock Appreciation Rights | $ 8.74 | 03/07/2013 | | M | | | 20,250 | (2) | 01/27/2016 | Common Stock | 20,25 |
| PARSUs 2011-01-27 | (3) | | | | | | | (3) | (3) | Common Stock | 14,40 |
| PARSUs 2012 | (4) | | | | | | | (4) | (4) | Common Stock | 14,80 |
| Phantom Stock | $ 0 | | | | | | | (5) | (5) | Common Stock | 3,26 |
| Restricted Stock Units | (6) | | | | | | | (6) | (6) | Common Stock | 16,00 |

| | | | | | | |
|---|---|---|---|---|---|---|
| RSUs 2011-01-27 | (7) | | (7) | (7) | Common Stock | 10,80 |
| RSUs 2012 | (8) | | (8) | (8) | Common Stock | 14,80 |
| RSUs 2013 | (9) | | (9) | (9) | Common Stock | 12,00 |
| Stock Appreciation Rights | $ 9.13 | | (10) | 02/06/2015 | Common Stock | 11,00 |
| Stock Appreciation Rights | $ 18.14 | | (11) | 01/24/2020 | Common Stock | 22,00 |

# 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 | 03/08/2013 |
| **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 disclaimes beneficial ownership of shares held by VC or WW except to the extent of his pecuniary interest therein.

**(2)** 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.

**(3)** 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.

**(4)** 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.

**(5)** 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.

**(6)** 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.

**(7)** 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.

**(8)** 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.

**(9)** 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.

**(10)** 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.

**(11)** 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.

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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