

CLARY J EDWARD
 Form 4
 May 09, 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 *
 CLARY J EDWARD

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
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/08/2012

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 Chief Information Officer, SVP

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 05/08/2012 | | M | 900 | A \$ 0 | 40,758 | D |
| Common Stock | 05/08/2012 | | M | 1,525 | A \$ 0 | 42,283 | D |
| Common Stock | 05/08/2012 | | F | 788 | D \$ 12.03 | 41,495 | 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)

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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 Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title | |
| Restricted Stock Units | (1) | 05/08/2012 | | M | 900 | (1) (1) | Common Stock | 900 |
| RSUs 2011-01-27 | (2) | 05/08/2012 | | M | 1,525 | (2) (2) | Common Stock | 1,525 |
| PARSUs 2011-01-27 | (3) | | | | | (3) (3) | Common Stock | 6,100 |
| PARSUs 2012 | (4) | | | | | (4) (4) | Common Stock | 6,400 |
| RSUs 2012 | (5) | | | | | (5) (5) | Common Stock | 6,400 |
| Stock Appreciation Rights | \$ 9.13 | | | | | (6) 02/06/2015 | Common Stock | 3,350 |
| Stock Appreciation Rights | \$ 9.57 | | | | | (6) 05/14/2015 | Common Stock | 4,000 |
| Stock Appreciation Rights | \$ 8.74 | | | | | (7) 01/27/2016 | Common Stock | 8,000 |
| Stock Options (Right to Buy) | \$ 12.9 | | | | | 04/30/2004 12/19/2012 | Common Stock | 15,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer

Other

CLARY J EDWARD
780 JOHNSON FERRY RD.
SUITE 800
ATLANTA, GA 30342-

Chief Information Officer, SVP

Signatures

Jenny H. Parker,
Attorney-in-Fact

05/09/2012

__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) 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.
 - (2) 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.
 - (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) 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.
 - (6) 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.
 - (7) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.