

HAVERTY FURNITURE COMPANIES INC  
 Form 4  
 March 02, 2017

**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 \*  
 Gallagher Richard Dewey

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 ROAD,  
 SUITE 800  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 02/28/2017

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Executive Vice President

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	02/28/2017		M		2,577	A	\$ 0
Common Stock	02/28/2017		F		1,066	D	\$ 23.2
Class A Common Stock							25,000

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
PRSUs 2014	<u>(1)</u>	02/28/2017		M	2,577	<u>(1)</u>	<u>(1)</u>	Common Stock	2,577
PRSUs 2015	<u>(2)</u>					<u>(2)</u>	<u>(2)</u>	Common Stock	4,459
PRSUs 2016	<u>(3)</u>					<u>(3)</u>	<u>(3)</u>	Common Stock	5,463
RSUs 2013	<u>(4)</u>					<u>(4)</u>	<u>(4)</u>	Common Stock	1,750
RSUs 2014	<u>(5)</u>					<u>(5)</u>	<u>(5)</u>	Common Stock	1,815
RSUs 2015	<u>(6)</u>					<u>(6)</u>	<u>(6)</u>	Common Stock	3,375
RSUs 2016	<u>(7)</u>					<u>(7)</u>	<u>(7)</u>	Common Stock	5,173
RSUs 2017	<u>(8)</u>					<u>(8)</u>	<u>(8)</u>	Common Stock	5,250
Stock Appreciation Rights	\$ 18.14					<u>(9)</u>	01/24/2020	Common Stock	12,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gallagher Richard Dewey 780 JOHNSON FERRY ROAD, SUITE 800 ATLANTA, GA 30342			Executive Vice President	

## Signatures

Jenny H. Parker,  
Attorney-in-Fact

03/01/2017

\_\_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) Performance Restricted Stock Units ("PRSUs") award granted 1/17/2014 under the 2014 Long-Term Incentive Plan. Each performance unit represents a contingent right to receive one share of the Company's common stock based on the EBITDA for the year ended December 31, 2014. This amount represents the number of performance units earned for fiscal year 2014, which were certified by the Executive Compensation and Employee Benefits Committee on 1/23/2015. The performance units vest on February 28, 2017.

(2) Performance Restricted Stock Units ("PRSUs") award granted 1/23/2015 under the 2014 Long-Term Incentive Plan. Each performance unit represents a contingent right to receive one share of the Company's common stock based on the EBITDA for the year ended December 31, 2015. This amount represents the number of performance units earned for fiscal year 2015, which were certified by the Executive Compensation and Employee Benefits Committee on 1/26/2016. The performance units vest on February 28, 2018.

(3) Performance Restricted Stock Units ("PRSUs") award granted 1/26/2016 under the 2014 Long-Term Incentive Plan. Each performance unit represents a contingent right to receive one share of the Company's common stock based on the EBITDA for the year ended December 31, 2016. This amount represents the number of performance units earned for fiscal year 2016, which were certified by the Executive Compensation and Employee Benefits Committee on 1/30/2017. The performance units vest on February 28, 2019.

(4) 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.

(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) Restricted Stock Units ("RSUs") award granted 1/23/2015 under the 2014 Long-Term Incentive Plan. RSUs vest ratably over 4 years, beginning 5/8/2016. Each RSU is equivalent to one share of common stock upon vesting.

(7) Restricted Stock Units ("RSUs") award granted 1/26/2016 under the 2014 Long-Term Incentive Plan. RSUs vest ratably over 4 years, beginning 5/8/2017. Each RSU is equivalent to one share of common stock upon vesting.

(8) Restricted Stock Units ("RSUs") award granted 1/30/2017 under the 2014 Long-Term Incentive Plan. RSUs vest ratably over 4 years, beginning 5/8/2018. Each RSU is equivalent to one share of common stock upon vesting.

(9) 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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