

CLARY J EDWARD

Form 4

January 31, 2011

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(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

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

01/27/2011

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

(Street)

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

ATLANTA, GA 30342-

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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. 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)
Common Stock				(A) or (D)	39,576	D	

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

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information contained in this form are not
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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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 Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
PARSUs 2011-01-27	<u>(1)</u>	01/27/2011		A	6,100	<u>(1)</u> <u>(1)</u>	Common Stock	6,100
RSUs 2011-01-27	<u>(2)</u>	01/27/2011		A	6,100	<u>(2)</u> <u>(2)</u>	Common Stock	6,100
Restricted Stock Units	<u>(3)</u>					<u>(3)</u> <u>(3)</u>	Common Stock	9,000
Stock Appreciation Rights	\$ 9.13					<u>(4)</u> 02/06/2015	Common Stock	3,350
Stock Appreciation Rights	\$ 9.57					<u>(4)</u> 05/14/2015	Common Stock	4,000
Stock Appreciation Rights	\$ 8.74					<u>(5)</u> 01/27/2016	Common Stock	8,000
Stock Options (Right to Buy)	\$ 15.94					04/30/2003 12/20/2011	Common Stock	17,000
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

01/29/2011

__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).

Performance Accelerated Restricted Stock Units ("PARSUs") award granted 1/27/2011 under the 2004 Long-Term Incentive Plan.

(1) 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.

(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) 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.

(4) 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.

(5) 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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