HAVERTY RAWSON JR

Form 4/A

August 11, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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obligations

Check this box

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 may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * HAVERTY RAWSON JR

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)

(Middle) (First)

3. Date of Earliest Transaction

X_ Officer (give title

X__ 10% Owner _ Other (specify

(Month/Day/Year)

780 JOHNSON FERRY RD., SUITE 08/09/2011

below)

_X__ Director

Senior Vice President

800

(Street) 4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year) 08/10/2011

X Form filed by One Reporting Person Form filed by More than One Reporting

ATLANTA, GA 30342-

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secur	ities Ac	quired, Disposed	of, or Benefici	ially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	2A. Deemed 3. 4. Execution Date, if Transaction(A Code (In				5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Class A Common Stock	08/09/2011		J(2)	8,078	A	\$ 11.7	11,228	I	Co-ttee Of Tr Fbo Daughter
Class A Common Stock	08/09/2011(1)		<u>J(2)</u>	12,924	D	\$ 11.7	133,751	D	
Class A Common Stock	08/09/2011		<u>J(2)</u>	4,846	A	\$ 11.7	5,796	I	Co-ttee Of Tr Fbo Son
Class A							877,453 <u>(3)</u>	I	By H5, LP

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Common Stock			
Class A Common Stock	877,453 (3)	I	By Pine Hill Associates, LLC
Common Stock	1,000	I	Co-ttee Of Tr Fbo Daughter
Common Stock	1,000	I	Co-ttee Of Tr Fbo Son

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

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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)

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. Transactic Code (Instr. 8)	5. onNumber 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
PARSUs 2011-01-27	<u>(4)</u>					<u>(4)</u>	<u>(4)</u>	Common Stock	5,000
Restricted Stock Units	<u>(5)</u>					<u>(5)</u>	<u>(5)</u>	Common Stock	6,300
RSUs 2011-01-27	<u>(6)</u>					<u>(6)</u>	<u>(6)</u>	Common Stock	5,000
Stock Appreciation Rights	\$ 9.13					<u>(7)</u>	02/06/2015	Common Stock	3,350
Stock Appreciation Rights	\$ 8.74					(8)	01/27/2016	Common Stock	8,000
	\$ 15.94					04/30/2003	12/20/2011		17,000

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 Stock
 Common

 Options
 Stock

 (Right to Buy)
 Stock

 Options (Right to Buy)
 \$ 12.9

 Obtions (Right to Buy)
 04/30/2004 12/19/2012 Common Stock

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

HAVERTY RAWSON JR
780 JOHNSON FERRY RD.
SUITE 800
ATLANTA, GA 30342
Relationships

Other

Signatures

Jenny H. Parker,
Attorney-in-Fact

**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) Amendment being filed to correct Transaction Date. All other information on this transaction in original filing is correct.
- (2) The referenced transaction was a transfer of cash from the respective trusts in exchange for shares valued at \$11.70 per share.
- These shares are held by H5, LP, a limited partnership ("H5") and are also reported herein by Pine Hill Associates, LLC, a limited

 (3) liability company ("PH"), the partnership's general partner. Mr. Haverty is the sole manager of PH. Mr. Haverty disclaimes beneficial ownership of shares held by H5 or PH except to the extent of his pecuniary interest therein.
- Performance Accelerated Restricted Stock Units ("PARSUs") award granted 1/27/2011 under the 2004 Long-Term Incentive Plan.
- (4) 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.
- Restricted Stock Units ("RSUs") award granted under the 2004 Long-Term Incentive Plan. RSUs vest in four yearly installments (10% in (5) 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.
- (6) 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.
- (7) 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.
- (8) 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.

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