

HAVERTY FURNITURE COMPANIES INC  
 Form 4  
 January 28, 2016

**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 \*  
 Gill John Linwood

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, NE,  
 SUITE 800  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 01/26/2016

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

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   |  |                                   |
|                                 |                                      |  |                                | Code  | V   | Amount   |                                   |
| Class A Common Stock            |                                      |  |                                |   |   | 7,500  | D                                 |
| Common Stock                    |                                      |  |                                |   |   | 1,606 <sup>(1)</sup>                                     | 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)

**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) | 8. Price or Derivative Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| RSUs 2016                                  | (2)  | 01/26/2016                           |  | A                              | 2,081   | (2) (2)  | Common Stock 2,081  | \$ 0   |
| RSUs 2013                                  | (3)  |                                      |  |                                |   | (3) (3)  | Common Stock 2,000  |  |
| RSUs 2014                                  | (4)  |                                      |  |                                |   | (4) (4)  | Common Stock 2,625  |  |
| RSUs 2015                                  | (5)  |                                      |  |                                |   | (5) (5)  | Common Stock 4,000  |  |
| RSUs 2015.1                                | (6)  |                                      |  |                                |   | (6) (6)  | Common Stock 1,000  |  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                            |       |
|---|---------------|-----------|----------------------------|-------|
|   | Director      | 10% Owner | Officer                    | Other |
| Gill John Linwood<br>780 JOHNSON FERRY ROAD, NE, SUITE 800<br>ATLANTA, GA 30342 |               |           | Vice President, Operations |       |

## Signatures

Jenny H. Parker,  
Attorney-in-Fact 01/27/2016

\*\*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) This amount includes 1,250 shares remaining from restricted stock award granted on 1/23/2012 pursuant to the Haverty Furniture Companies, Inc. 2004 Long-Term Incentive Plan. These 1,250 shares vest on 5/8/2016.

(2) 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.

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- (3) Restricted Stock Units ("RSUs") remaining from award granted on 1/24/2013 under the 2004 Long-Term Incentive Plan. These RSUs vest equally over the next 2 years, beginning 5/8/2016. Each RSU is equivalent to one share of common stock upon vesting.
- (4) Restricted Stock Units ("RSUs") remaining from award granted on 1/17/2014 under the 2004 Long-Term Incentive Plan. These RSUs vest equally over the next 3 years, beginning 5/8/2016. Each RSU is equivalent to one share of common stock upon vesting.
- (5) Restricted Stock Units ("RSUs") from award granted on 1/23/2015 under the 2014 Long-Term Incentive Plan. These RSUs vest equally over 4 years, beginning 5/8/2016. Each RSU is equivalent to one share of common stock upon vesting.
- (6) Restricted Stock Units ("RSUs") from award granted 11/2/2015 under the 2014 Long-Term Incentive Plan. These RSUs vest 100% on 5/8/2017. Each RSU is equivalent to one share of common stock upon vesting.

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.