

DeNiro Allan J
Form 4
January 25, 2012

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
DeNiro Allan J

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)
01/23/2012

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
Sr. VP, Chief People Officer

(Street)
ATLANTA, GA 30342-

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

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. 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)
Common Stock				(A) or (D) Code V Amount (D) Price	10,268	D	

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
number.**

SEC 1474
(9-02)

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

Edgar Filing: DeNiro Allan J - Form 4

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
PARSUs 2012	<u>(1)</u>	01/23/2012		A		4,200		<u>(1)</u>	<u>(1)</u>	Common Stock	4,200
RSUs 2012	<u>(2)</u>	01/23/2012		A		4,200		<u>(2)</u>	<u>(2)</u>	Common Stock	4,200
PARSUs 2011-01-27	<u>(3)</u>							<u>(3)</u>	<u>(3)</u>	Common Stock	4,000
Restricted Stock Units	<u>(4)</u>							<u>(4)</u>	<u>(4)</u>	Common Stock	6,300
RSUs 2011-01-27	<u>(5)</u>							<u>(5)</u>	<u>(5)</u>	Common Stock	4,000
Stock Appreciation Rights	\$ 9.13							<u>(6)</u>	02/06/2015	Common Stock	3,350
Stock Appreciation Rights	\$ 8.74							<u>(7)</u>	01/27/2016	Common Stock	8,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
DeNiro Allan J 780 JOHNSON FERRY RD. SUITE 800 ATLANTA, GA 30342-	Sr. VP, Chief People Officer

Signatures

Jenny H. Parker,
Attorney-in-Fact
01/23/2012

__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).

Performance Accelerated Restricted Stock Units ("PARSUs") award granted 1/23/2012 under the 2004 Long-Term Incentive Plan.

(1) 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.

(2) 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.

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

(3) 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

(4) 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.

(5) 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.

(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.