

# FORM 4

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

OMB APPROVAL  
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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or  
Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person *</b>  <b>SMITH CLARENCE H</b>  <small>(Last) (First) (Middle)</small>  <b>780 JOHNSON FERRY RD., SUITE 800</b>  <small>(Street)</small>  <b>ATLANTA, GA 30342-</b>  <small>(City) (State) (Zip)</small>	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>HAVERTY FURNITURE COMPANIES INC [ HVT ]</b>  <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>5/8/2023</b></p>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input checked="" type="checkbox"/> Director <span style="margin-left: 100px;"><input type="checkbox"/> 10% Owner</span>  <input checked="" type="checkbox"/> Officer (give title below) <span style="margin-left: 100px;"><input type="checkbox"/> Other (specify below)</span> <b>Chairman &amp; CEO</b>  <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>  <b>Rule 10b5-1(c) Transaction Indication</b> <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	5/8/2023		M		725	A	\$0	35025	D	
Common Stock	5/8/2023		M		2640	A	\$0	37665	D	
Common Stock	5/8/2023		M		2201	A	\$0	39866	D	
Common Stock	5/8/2023		M		2439	A	\$0	42305	D	
Common Stock	5/8/2023		F		3444	D	\$25.57	38861	D	
Common Stock								7850	I	By Georgia Limited Partnership
Common Stock								29689	I	By Spouse
Class A Common Stock								112036	D	
Class A Common Stock								1950	I	By Spouse
Class A Common Stock								603497	I	By Villa Clare, LP

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Phantom Stock	\$0	5/8/2023		A		466		(1)	(1)	Common Stock	466	\$25.57	6007	D	
RSUs 2019	(2)	5/8/2023		M		725		(2)	(2)	Common Stock	725	\$0	0	D	
RSUs 2020	(3)	5/8/2023		M		2640		(3)	(3)	Common Stock	2640	\$0	0	D	
RSUs 2021	(4)	5/8/2023		M		2201		(4)	(4)	Common Stock	2201	\$0	2201	D	
RSUs 2022	(5)	5/8/2023		M		2439		(5)	(5)	Common Stock	2439	\$0	5534	D	
RSUs 2023	(6)							(6)	(6)	Common Stock	8025		8025	D	
PRSUs 2022	(7)							(7)	(7)	Common Stock	26612		26612	D	
PRSUs.1 2022	(8)							(8)	(8)	Common Stock	6487		6487	D	
PRSUs 2021	(9)							(9)	(9)	Common Stock	37352		37352	D	

**Table II - Derivative Securities 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. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
PRSUs 2021.1	(10)							(10)	(10)	Common Stock	6670		6670	D	

**Explanation of Responses:**

- (1) Deferred under Directors' Deferred Compensation Plan. Settlement will occur upon the earlier to occur of (i) termination of service on the Board of Directors, or (ii) death.
- (2) Restricted Stock Units ("RSUs") award granted 1/31/2019 under the 2014 Long-Term Incentive Plan. RSUs vest ratably over 4 years, beginning 5/8/2020. Each RSU is equivalent to one share of common stock upon vesting.
- (3) Restricted Stock Units granted 1/23/2020 and vest ratably over 3 years beginning 5/8/2021. Each RSU is equivalent to one share of common stock upon vesting.
- (4) Restricted Stock Units granted 1/21/2021 and vest ratably over 3 years beginning 5/8/2022. Each RSU is equivalent to one share of common stock upon vesting.
- (5) Restricted Stock Units granted 1/26/2022 and vest ratably over 3 years beginning 5/8/2023. Each RSU is equivalent to one share of common stock upon vesting.
- (6) Restricted Stock Units granted 1/26/2023 and vest ratably over 3 years beginning 5/8/2024. Each RSU is equivalent to one share of common stock upon vesting.
- (7) Performance Restricted Stock Units ("PRSUs") award granted 1/26/2022. Each PRSU represents a contingent right to receive one share of HVT common stock and was earned based on EBITDA for the year ended December 31, 2022, and will vest on February 28, 2025.
- (8) Performance Restricted Stock Units ("PRSUs") award granted 1/26/2022. Each PRSU represents a contingent right to receive one share of HVT common stock and was earned based on consolidated sales for the year ended December 31, 2022, and will vest on February 28, 2025.
- (9) Performance Restricted Stock Units ("PRSUs") award granted 1/21/2021. Each PRSU represents a contingent right to receive one share of HVT common stock and was earned based on EBITDA for the year ended December 31, 2021 and will vest on February 28, 2024.
- (10) Performance Restricted Stock Units ("PRSUs") award granted 1/21/2021. Each PRSU represents a contingent right to receive one share of HVT common stock and was earned based on consolidated sales for the year ended December 31, 2021 and will vest on February 28, 2024.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH CLARENCE H 780 JOHNSON FERRY RD. SUITE 800 ATLANTA, GA 30342-	X		Chairman & CEO	

**Signatures**

**Jenny H. Parker, Attorney-in-Fact**

**5/10/2023**

\*\*Signature of Reporting Person

Date

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

\* 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).

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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