

FORM 4

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

OMB APPROVAL
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subject to Section 16. Form 4 or
Form 5 obligations may
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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

| | | | | | |
|--|--|--|--|--|--|
| 1. Name and Address of Reporting Person * | | 2. Issuer Name and Ticker or Trading Symbol | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | |
| Hare Richard B | | HAVERTY FURNITURE COMPANIES INC [HVT] | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Executive Vice President & CFO | |
| (Last) (First) (Middle) | | 3. Date of Earliest Transaction (MM/DD/YYYY) | | | |
| 780 JOHNSON FERRY ROAD, SUITE 800 | | 2/24/2023 | | | |
| (Street) | | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | 6. Individual or Joint/Group Filing (Check Applicable Line) | |
| ATLANTA, GA 30342 | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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. 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 | 2/28/2023 | | M | | 13377 | A | \$0 | 27792 | D | |
| Common Stock | 2/28/2023 | | M | | 2293 | A | \$0 | 30085 | D | |
| Common Stock | 2/28/2023 | | F | | 7107 | D | \$37.74 | 22978 | D | |

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 | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| PRSU's 2022 | (1) | 2/24/2023 | | A | | 6853 | (1) | (1) | Common Stock | 6853 | \$0 | 6853 | D | |
| PRSU's.1 2022 | (2) | 2/24/2023 | | A | | 1671 | (2) | (2) | Common Stock | 1671 | \$0 | 1671 | D | |
| PRSU's 2020 | (3) | 2/28/2023 | | M | | 13377 | (3) | (3) | Common Stock | 13377 | \$0 | 0 | D | |
| PRSU's 2020.1 | (4) | 2/28/2023 | | M | | 2293 | (4) | (4) | Common Stock | 2293 | \$0 | 0 | D | |
| PRSU's 2021 | (5) | | | | | | (5) | (5) | Common Stock | 10290 | | 10290 | D | |
| PRSU's 2021.1 | (6) | | | | | | (6) | (6) | Common Stock | 1838 | | 1838 | D | |
| RSUs 2023 | (7) | | | | | | (7) | (7) | Common Stock | 3620 | | 3620 | D | |
| RSUs 2022 | (8) | | | | | | (8) | (8) | Common Stock | 3520 | | 3520 | D | |
| RSUs 2021 | (9) | | | | | | (9) | (9) | Common Stock | 2079 | | 2079 | D | |
| RSUs 2020 | (10) | | | | | | (10) | (10) | Common Stock | 1351 | | 1351 | D | |
| RSUs 2019 | (11) | | | | | | (11) | (11) | Common Stock | 997 | | 997 | D | |

Explanation of Responses:

- 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.
- 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.
- Performance Restricted Stock Units ("PRSUs") award granted 1/23/2020. 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, 2020 and will vest on February 28, 2023.

- (4) Performance Restricted Stock Units ("PRSUs") award granted 1/23/2020. Each PRSU represents a contingent right to receive one share of HVT common stock and was earned based on comparable store sales for the year ended December 31, 2020 and will vest on February 28, 2023.
- (5) 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.
- (6) 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.
- (7) 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.
- (8) 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.
- (9) 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.
- (10) 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.
- (11) 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.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Hare Richard B 780 JOHNSON FERRY ROAD SUITE 800 ATLANTA, GA 30342 | | | Executive Vice President & CFO | |

Signatures

Jenny H. Parker, Attorney-in-Fact

2/28/2023

--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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