

MCGAUGHEY FRANK S III
 Form 4
 June 05, 2012

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 *
 MCGAUGHEY FRANK S III

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)
 06/01/2012

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)
 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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 06/01/2012 | | C | | 78,600 | A | \$ 0 |
| | | | | | 78,600 | I | |
| Class A Common Stock | 06/01/2012 | | C | | 78,600 | D | \$ 0 |
| | | | | | 129,910 | I | |
| Common Stock | 06/05/2012 | | J(1) | | 78,600 | D | \$ 0 |
| | | | | | 0 | I | |
| Class A | 06/05/2012 | | J(2) | | 21,400 | D | \$ 0 |
| | | | | | 108,510 | I | |

By Georgia Limited Partnership
 By Georgia Limited Partnership
 By Georgia Limited Partnership
 By Georgia

| | | | | | | | | | |
|----------------------|------------|--|------------------|--------|---|------|--------|---|---------------------|
| Common Stock | | | | | | | | | Limited Partnership |
| Class A Common Stock | 06/05/2012 | | J ⁽³⁾ | 21,400 | A | \$ 0 | 65,985 | D | |
| Common Stock | | | | | | | 33,598 | D | |
| Common Stock | | | | | | | 10,000 | I | By Spouse |

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.

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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 Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|---|---|---|
| Stock Options (Right to Buy) | \$ 12.84 | | | | | Date Exercisable: 10/31/2002 Expiration Date: 10/31/2012 | Common Stock | 6,000 |
| Stock Options (Right to Buy) | \$ 20.75 | | | | | Date Exercisable: 10/31/2003 Expiration Date: 10/31/2013 | Common Stock | 6,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |

MCGAUGHEY FRANK S III
780 JOHNSON FERRY RD. X
SUITE 800
ATLANTA, GA 30342-

Signatures

Jenny H. Parker,
Attorney-in-Fact 06/05/2012

__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).
- (1) Distribution of Common shares held by Georgia Limited Partnership of which Mr. McGaughey is general partner. Mr. McGaughey disclaims beneficial ownership of the shares except to the extent of his pecuniary interest in the partnership
- (2) Distribution of Class A Common shares held by Georgia Limited Partnership of which Mr. McGaughey is general partner. Mr. McGaughey disclaims beneficial ownership of the shares except to the extent of his pecuniary interest in the partnership.
- (3) Distribution of Class A Common shares received from Georgia Limited Partnership.

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.