

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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* <u>HOVNANIAN ARA K</u> (Last) (First) (Middle) <u>C/O HOVNANIAN ENTERPRISES, INC.</u> <u>90 MATAWAN ROAD</u> (Street) <u>MATAWAN NJ 07747</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>HOVNANIAN ENTERPRISES INC [HOV]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>01/03/2022</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chairman of Bd., Pres. & CEO</u> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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 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: 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				
Class B Common Stock	(1)	01/03/2022		M ⁽²⁾		9,000		(1)	(3)	Class A Common Stock	9,000	\$0.0000	241,784	D	
Class B Common Stock	(1)	01/03/2022		M ⁽²⁾		9,000		(1)	(3)	Class A Common Stock	9,000	\$0.0000	250,784	D	
Class B Common Stock	(1)	01/03/2022		F			7,084	(1)	(3)	Class A Common Stock	7,084	\$121.1	243,700	D	
Market Share Units (Performance)	(4)	01/03/2022		M ⁽²⁾			4,500	(5)	06/14/2024	Class A Common Stock ⁽⁶⁾	4,500	\$0.0000	31,500 ⁽⁷⁾	D	
Market Share Units (Performance)	(4)	01/03/2022		M ⁽²⁾			4,500	(5)	06/14/2024	Class A Common Stock ⁽⁶⁾	4,500	\$0.0000	27,000 ⁽⁷⁾	D	
Class B Common Stock	(1)							(1)	(3)	Class A Common Stock	5,328.4		5,328.4	I	Held as trustee for daughter Serena
Class B Common Stock	(1)							(1)	(3)	Class A Common Stock	5,328.4		5,328.4	I	Held as trustee for son Alexander
Class B Common Stock	(1)							(1)	(3)	Class A Common Stock	160		160	I	Held as trustee of the Alexander Hovnanian Trust
Class B Common Stock	(1)							(1)	(3)	Class A Common Stock	160		160	I	Held as trustee of the Alton Hovnanian Trust
Class B Common Stock	(1)							(1)	(3)	Class A Common Stock	157,434.56		157,434.56	I	Held as trustee of trust for Reporting Person's family ⁽⁸⁾
Class B Common Stock	(1)							(1)	(3)	Class A Common Stock	25,281.4		25,281.4 ⁽⁹⁾	I	Held as trustee of trusts for Esther K. Barry's family ⁽¹⁰⁾
Class B Common Stock	(1)							(1)	(3)	Class A Common Stock	25,281.4		25,281.4 ⁽⁹⁾	I	Held as trustee of trusts for Lucy K. Kalian's family ⁽¹¹⁾

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 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: 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				
Class B Common Stock	(1)							(1)	(3)	Class A Common Stock	25,281.4		25,281.4 ⁽⁹⁾	I	Held as trustee of trusts for Nadia K. Rodriguez's family ⁽¹²⁾
Class B Common Stock	(1)							(1)	(3)	Class A Common Stock	25,281.4		25,281.4 ⁽⁹⁾	I	Held as trustee of trusts for Sossie K. Najarian's family ⁽¹³⁾
Class B Common Stock	(1)							(1)	(3)	Class A Common Stock	82,404		82,404 ⁽⁹⁾	I	Held by 2021 Trusts ⁽¹⁴⁾
Class B Common Stock	(1)							(1)	(3)	Class A Common Stock	50,507.51		50,507.51	I	Held by Ara K. Hovnanian Family 1994 long-term trusts ⁽¹⁵⁾
Class B Common Stock	(1)							(1)	(3)	Class A Common Stock	5,125.28		5,125.28	I	Held by Reporting Person through partnership interests in the Limited Partnership.
Class B Common Stock	(1)							(1)	(3)	Class A Common Stock	38,736.694		38,736.694 ⁽⁹⁾	I	Held by trusts for Esther K. Barry's family ⁽¹⁶⁾
Class B Common Stock	(1)							(1)	(3)	Class A Common Stock	42,034.92		42,034.92 ⁽⁹⁾	I	Held by trusts for Kevork S. Hovnanian's family ⁽¹⁷⁾
Class B Common Stock	(1)							(1)	(3)	Class A Common Stock	38,777.8564		38,777.8564 ⁽⁹⁾	I	Held by trusts for Lucy K. Kalian's family ⁽¹⁸⁾
Class B Common Stock	(1)							(1)	(3)	Class A Common Stock	22,849.1972		22,849.1972 ⁽⁹⁾	I	Held by trusts for Nadia K. Rodriguez's family ⁽¹⁹⁾
Class B Common Stock	(1)							(1)	(3)	Class A Common Stock	33,256.3364		33,256.3364 ⁽⁹⁾	I	Held by trusts for Sossie K. Najarian's family ⁽²⁰⁾
Class B Common Stock	(1)							(1)	(3)	Class A Common Stock	812		812	I	Held by wife

Explanation of Responses:

1. The Class B Common Stock, par value \$.01 per share, non-cumulative ("Class B Common Stock"), is immediately convertible into an equal number of shares of Class A Common Stock, par value \$.01 per share, non-cumulative ("Class A Common Stock")

2. On January 3, 2022, 4,500 Market Share Units converted into 9,000 shares of Class B Common Stock pursuant to the terms of the award granted on June 14, 2019 that was subject to additional financial performance criteria that was determined to have been satisfied on December 13, 2021.

3. No expiration date

4. Shares of Class B Common Stock received upon vesting are immediately convertible into Class A Common Stock on a one-for-one basis.

5. The Market Share Units vest, if at all and to the extent of specified market performance of the Class A Common Stock over each relevant vesting period, in four equal installments on the following vesting dates: January 1, 2022, June 14, 2022, June 14, 2023 and June 14, 2024.

6. Upon, and to the extent of, vesting of the Market Share Units, shares of Class B Common Stock would be received. Shares of Class B Common Stock are immediately convertible into an equal number of shares of Class A Common Stock.

7. The number of shares of Class B Common Stock that would be received upon vesting of the Market Share Units, if any, may vary from 50% to 200% of the number shown depending on the market performance of the Class A Common Stock over each relevant vesting period.

8. Held by Ara K. Hovnanian 2012 Trust, of which the reporting person is trustee, including shares held through a limited liability company interest in the Hovnanian Family 2012 LLC (the "2012 LLC")

9. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his potential pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of the beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose

10. Held by trusts for the benefit of the family of Esther K. Barry, of which the reporting person is a trustee and has a potential remainder interest, including shares held through a limited liability interest in the 2012 LLC

11. Held by trusts for the benefit of the family of Lucy K. Kalian, of which the reporting person is a trustee and has a potential remainder interest, including shares held through a limited liability interest in the 2012 LLC

12. Held by trusts for the benefit of the family of Nadia K. Rodriguez, of which the reporting person is a trustee and has a potential remainder interest, including shares held through a limited liability interest in the 2012 LLC

13. Held by trust for the benefit of the family of Sossie K. Najarian, of which the reporting person is a trustee and has a potential remainder interest, through a limited liability company interest in the 2012 LLC

14. Held by trusts for the benefit of the reporting person's family (the "2021 trusts"), of which the reporting person is the investment trustee.

15. Held by Ara K. Hovnanian Family 1994 long-term trusts, of which the reporting person is trustee, including shares held through a partnership interest in the Kevork S. Hovnanian Family Limited Partnership (the "Limited Partnership")

16. Held by Esther K. Barry Family 1994 long-term trusts, of which the reporting person is a trustee and has a potential remainder interest, through a partnership interest in the Limited Partnership

17. Held by trusts for the benefit of the family of Kevork S. Hovnanian, of which the reporting person is a trustee and has a potential remainder interest

18. Held by Lucy K. Kalian Family 1994 long-term trusts, of which the reporting person is a trustee and has a potential remainder interest, through a partnership interest in the Limited Partnership

19. Held by Nadia K. Rodriguez Family 1994 long-term trusts, of which the reporting person is a trustee and has a potential remainder interest, through a partnership interest in the Limited Partnership

20. Held by Sossie K. Najarian Family 1994 long-term trusts, of which the reporting person is a trustee and has a potential remainder interest, through a partnership interest in the Limited Partnership

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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