

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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</u> <u>NJ</u> <u>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>01/07/2022</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			
Class A Common Stock	01/07/2022		M ⁽¹⁾		78,300	A	\$0.0000 ⁽¹⁾	200,618	D	
Class A Common Stock	01/07/2022		D ⁽¹⁾		78,300	D	\$112.43	122,318	D	
Class A Common Stock								63,514.872 ⁽²⁾	I	Held as trustee of trusts for Esther K. Barry's family ⁽³⁾
Class A Common Stock								51,574.872 ⁽²⁾	I	Held as trustee of trusts for Lucy K. Kalian's family ⁽⁴⁾
Class A Common Stock								73,504.872 ⁽²⁾	I	Held as trustee of trusts for Nadia K. Rodriguez's family ⁽⁵⁾
Class A Common Stock								63,574.872 ⁽²⁾	I	Held as trustee of trusts for Sossie K. Najarian's family ⁽⁶⁾
Class A Common Stock								14,272 ⁽²⁾	I	Held by 2021 Trusts ⁽⁷⁾
Class A Common Stock								3,563.96 ⁽²⁾	I	Held by trusts for Esther K. Barry's family ⁽⁸⁾
Class A Common Stock								4,132.76 ⁽²⁾	I	Held by trusts for Lucy K. Kalian's family ⁽⁹⁾
Class A Common Stock								720 ⁽²⁾	I	Held by trusts for Nadia K. Rodriguez's family ⁽¹⁰⁾

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			
Class A Common Stock								720 ⁽²⁾	I	Held by trusts for Sossie K. Najarian's family ⁽¹¹⁾
Class A Common Stock								668	I	Held by wife

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	(12)	01/07/2022		F			3,836	(12)	(13)	Class A Common Stock	3,836	\$112.43	239,864	D	
Phantom Shares ⁽¹⁴⁾	(14)	01/07/2022		M ⁽¹⁾			78,300	(15)	(15)	Class A Common Stock	78,300	\$0.0000	69,110	D	
Class B Common Stock	(12)							(12)	(13)	Class A Common Stock	5,328.4		5,328.4	I	Held as trustee for daughter Serena
Class B Common Stock	(12)							(12)	(13)	Class A Common Stock	5,328.4		5,328.4	I	Held as trustee for son Alexander
Class B Common Stock	(12)							(12)	(13)	Class A Common Stock	160		160	I	Held as trustee of the Alexander Hovnanian Trust
Class B Common Stock	(12)							(12)	(13)	Class A Common Stock	160		160	I	Held as trustee of the Alton Hovnanian Trust
Class B Common Stock	(12)							(12)	(13)	Class A Common Stock	157,434.56		157,434.56	I	Held as trustee of trust for Reporting Person's family ⁽¹⁶⁾
Class B Common Stock	(12)							(12)	(13)	Class A Common Stock	25,281.4		25,281.4 ⁽²⁾	I	Held as trustee of trusts for Esther K. Barry's family ⁽³⁾
Class B Common Stock	(12)							(12)	(13)	Class A Common Stock	25,281.4		25,281.4 ⁽²⁾	I	Held as trustee of trusts for Lucy K. Kalian's family ⁽⁴⁾
Class B Common Stock	(12)							(12)	(13)	Class A Common Stock	25,281.4		25,281.4 ⁽²⁾	I	Held as trustee of trusts for Nadia K. Rodriguez's family ⁽⁵⁾
Class B Common Stock	(12)							(12)	(13)	Class A Common Stock	25,281.4		25,281.4 ⁽²⁾	I	Held as trustee of trusts for Sossie K. Najarian's family ⁽⁶⁾
Class B Common Stock	(12)							(12)	(13)	Class A Common Stock	82,404		82,404 ⁽²⁾	I	Held by 2021 Trusts ⁽⁷⁾
Class B Common Stock	(12)							(12)	(13)	Class A Common Stock	50,507.51		50,507.51	I	Held by Ara K. Hovnanian Family 1994 long-term trusts ⁽¹⁷⁾

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	(12)							(12)	(13)	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	(12)							(12)	(13)	Class A Common Stock	38,736.694		38,736.694 ⁽²⁾	I	Held by trusts for Esther K. Barry's family ⁽⁸⁾
Class B Common Stock	(12)							(12)	(13)	Class A Common Stock	42,034.92		42,034.92 ⁽²⁾	I	Held by trusts for Kevork S. Hovnanian's family ⁽¹⁸⁾
Class B Common Stock	(12)							(12)	(13)	Class A Common Stock	38,777.8564		38,777.8564 ⁽²⁾	I	Held by trusts for Lucy K. Kalian's family ⁽⁹⁾
Class B Common Stock	(12)							(12)	(13)	Class A Common Stock	22,849.1972		22,849.1972 ⁽²⁾	I	Held by trusts for Nadia K. Rodriguez's family ⁽¹⁰⁾
Class B Common Stock	(12)							(12)	(13)	Class A Common Stock	33,256.3364		33,256.3364 ⁽²⁾	I	Held by trusts for Sossie K. Najarian's family ⁽¹¹⁾
Class B Common Stock	(12)							(12)	(13)	Class A Common Stock	812		812	I	Held by wife

Explanation of Responses:

1. Represents the settlement of Phantom Shares in an amount of cash equal to the value of a share of Class A Common Stock, par value \$.01 per share, non-cumulative ("Class A Common Stock") at the time of payout, as calculated pursuant to the applicable award agreement.
2. 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
3. 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 Hovnanian Family 2012 LLC (the "2012 LLC").
4. 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
5. 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
6. Held by trusts for the benefit of the family of Sossie K. Najarian, 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
7. Held by trusts for the benefit of the reporting person's family (the "2021 trusts"), of which the reporting person is the investment trustee.
8. Held by The Esther K. Barry Family 1994 Long-Term Trust, of which the reporting person is a trustee and has a potential remainder interest
9. Held by The Lucy K. Kalian Family 1994 Long-Term Trust, of which the reporting person is a trustee and has a potential remainder interest
10. Held by The Nadia K. Rodriguez Family 1994 Long-Term Trust, of which the reporting person is a trustee and has a potential remainder interest
11. Held by The Sossie K. Najarian Family 1994 Long-Term Trust, of which the reporting person is a trustee and has a potential remainder interest
12. 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")
13. No expiration date
14. Phantom Shares represent the right to payment in the future solely of an amount of cash based on the future stock price of the Class A Common Stock. Following vesting, each Phantom Share will be paid in an amount of cash equal to the value of a share of Class A Common Stock at the time of payout, as calculated pursuant to the applicable award agreement.
15. The remaining Phantom Shares vest as follows: (a) 34,556 shares vest on October 31, 2022 and (b) 34,554 shares vest on October 31, 2023 and settle in cash in the January following vesting.
16. 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 2012 LLC.
17. Held by The Ara K. Hovnanian Family 1994 Long-Term Trust, of which the reporting person is trustee
18. 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

Elizabeth D. Tice Attorney-in-Fact 01/11/2022

** 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.

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 Number.