## FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations may continue. See

Instruction 1(b)

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

| STATEMENT | OF CHANGES | IN BENEFICIAL | OWNERSHIP |
|-----------|------------|---------------|-----------|
|           |            |               |           |

**OMB APPROVAL** 3235-0287 Estimated average burden hours per response 0.5

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* SORSBY J LARRY |   |                     |   | 2. Issuer Name and Ticker or Trading Symbol HOVNANIAN ENTERPRISES INC [ HOV ] |  |   |        |  |  |  |                    | 7 ] (Che  | elationship o<br>ck all applica<br>Director | r  |  | on(s) to Issu<br>10% Ow                               |  |  |  |
|---|---|---------------------|---|---|--|---|--------|--|--|--|--------------------|---|---|--|--|---|--|--|--|
| (Last) (First) (Middle) 90 MATAWAN ROAD, FIFTH FLOOR    |   |                     |   | 3. Date of Earliest Transaction (Month/Day/Year) 06/12/2018                   |  |   |        |  |  |  |                    | X Officer (give title other (spelow)  Exec. VP and CFO  |   |  |  |   |  |  |  |
| (Street) MATAWAN (City)                                 | N NJ  |                     | 7747<br>(p)                                   |   | 4. If Amendm                                       |   |        | Amendment, Date of Original Filed (Month/Day/Year) |  |  |                    |   |   | Individual or Joint/Group Filing (Check Applicable Line)     X Form filed by One Reporting Person     Form filed by More than One Reporting Person |  |   |  |  |  |
| 1. Title of Security (Instr. 3) 2. T                    |   | 2. Transa<br>Date   | Transaction 2 ate E                           |   | 2A. Deemed Execution Date, if any (Month/Day/Year) |   | 3. 4.5 |  | 4. Securitie   | Oosed of, or Benefic<br>4. Securities Acquired (A) o<br>Disposed Of (D) (Instr. 3, 4 a |                    | 5. Amoun<br>Securities<br>Beneficia<br>Owned Fo   | s<br>lly<br>ollowing                        | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4)  |  | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |  |  |  |
|   |   |                     |   |   |  |   |        | Code   | v  | Amount   | (A) or<br>(D)      | Price   | Reported<br>Transacti<br>(Instr. 3 a        | on(s)  |  |   | Instr. 4)  |  |  |
| Class A Cor   | nmon Stocl  | ζ.                  |   | 06/12   | /2018  |   |        |  | M <sup>(1)</sup>                                       |  | 9,133              | A   | \$0.000                                     | 0 457  | ,459   | D   |  |  |  |
| Class A Cor   | nmon Stocl  | ζ                   |   | 06/12   | .2/2018  |   |        |  | <b>M</b> <sup>(2)</sup>                                |  | 8,592              | A   | \$0.000                                     | 0 466  | 466,051  |   | D  |  |  |
| Class A Cor   | nmon Stocl  | ζ                   |   | 06/12   | 12/2018  |   |        |  | F  |  | 3,832              | D   | \$2.01                                      | .01 462,219  |  | D   |  |  |  |
| Class A Cor   | nmon Stocl  | ζ                   |   | 06/12   | /2018  |   |        |  | F  |  | 4,082              | D   | \$2.01                                      | 458  | ,137   |   | D  |  |  |
|   |   | Ta                  | able II -                                     |   |  |   |        |  |  |  | osed of, c         |   |   | Owned  |  |   |  |  |  |
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)     | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | se (Month/Day/Year) | 3A. Deeme<br>Execution<br>if any<br>(Month/Da | n Date,   | 4.<br>Transaction<br>Code (Instr.<br>8)            |   |        |  | 6. Date Exercisa<br>Expiration Date<br>(Month/Day/Year |  | ate                | 7. Title and Amount<br>of Securities<br>Underlying<br>Derivative Security<br>(Instr. 3 and 4) |   | 8. Price of<br>Derivative<br>Security<br>(Instr. 5)  | 9. Numbe<br>derivative<br>Securities<br>Beneficia<br>Owned<br>Following<br>Reported<br>Transacti<br>(Instr. 4) | e<br>s<br>Illy  | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |
|   |   |                     |   |   | Code   | v | (A)    | (D)  | Date<br>Exercis  | able   | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of<br>Shares      |  |  |   |  |  |  |
| Market Share<br>Units                                   | (3)   | 06/12/2018          |   |   | M <sup>(1)</sup>                                   |   |        | 15,000   | (4)  |  | 06/12/2020         | Class A<br>Common<br>Stock  | 15,000                                      | \$0.0000   | 30,000   | (5)   | D  |  |  |
| Market Share<br>Units<br>(Performance)                  | (3)   | 06/12/2018          |   |   | M <sup>(6)</sup>                                   |   |        | 14,112   | (7)  |  | 06/12/2020         | Class A<br>Common<br>Stock  | 14,112                                      | \$0.0000   | 28,222   | (5)   | D  |  |  |

## **Explanation of Responses:**

- 1. On June 12, 2018, 15,000 Market Share Units vested and converted into 9,133 shares of Class A Common Stock, par value \$.01 per share, non-cumulative ("Class A Common Stock"), pursuant to the terms of the award granted on June 12, 2015
- 2. On June 12, 2018, 14,112 Market Share Units vested and converted into 8,592 shares of Class A Common Stock, pursuant to the terms of the award granted on June 12, 2015 that was subject to additional financial performance criteria that was determined to have been satisfied on December 15, 2017
- 3. Converts to Class A Common Stock on a one-for-one basis
- 4. 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 beginning on June 12, 2017
- 5. The number of shares of Class A Common Stock that would be received upon vesting of the Market Share Units, if any, may vary from 50% to 175% of the number shown depending on the market performance of the Class A Common Stock over each relevant vesting period
- 6. On June 12, 2018, 14,112 Market Share Units vested and converted into 8,592 shares of Class A Common Stock, par value \$.01 per share, non-cumulative ("Class A Common Stock"), pursuant to the terms of the award granted on June 12, 2015 that was subject to additional financial performance criteria that was determined to have been satisfied on December 15, 2017
- 7. 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:

Nancy A. Marrazzo Attorneyin-Fact

06/14/2018

\*\* Signature of Reporting Person

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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