Instruction 1(b)

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL											
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Name and Address of Reporting Person*     SORSBY J LARRY					2. Issuer Name and Ticker or Trading Symbol HOVNANIAN ENTERPRISES INC [ HOV ]								ck all applica	10% Owner					
(Last) (First) (Middle) 90 MATAWAN ROAD, FIFTH FLOOR						3. Date of Earliest Transaction (Month/Day/Year) 12/14/2018								below)	give title  Exec. VP	Other (specify below) and CFO		pecify	
(Street)  MATAWAN  (City)	N NJ	e) (Z	7747 Lip)			4. If Amendment, Date of Original Filed (Month/Day/Year)								Form file Form file Person	nal or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting Person				
		Tab	le I - No	n-Deri	vative	Se	curities	Acc	quired,	, Dis	posed o	f, or Be	neficially	Owned					
1. Title of Security (Instr. 3) 2. Trans Date (Month)					2A. Deemed Execution Da if any (Month/Day/Y			Transaction   Code (Instr.			ies Acquire Of (D) (Inst	d (A) or r. 3, 4 and 5)	5. Amoun Securities Beneficia Owned Fo Reported	s lly ollowing	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	Transaction(s) (Instr. 3 and 4)				(11150.4)			
Class A Common Stock 12/14.				<sup>7</sup> 2018 <sup>(1)</sup>		А		45,854 <sup>(2)</sup> A \$		\$0.000	503,991			D					
	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. Deem Execution if any (Month/Da	Date,	Transaction Code (Instr. 8)  Securities Acquired (A) or Disposed of (D) (Inst		Derivative Securities Acquired (A) or			te of Securities		ies g Derivative	8. Price of Derivative Security (Instr. 5)	9. Numbe derivative Securities Beneficial Owned Following Reported Transactio (Instr. 4)	e s lly	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)		
					Code	v	(A)	(D)	Date Exercisa	ıble	Expiration Date	Title	Amount or Number of Shares						
Market Share Units (Performance)	(3)	12/14/2018 <sup>(4)</sup>			A		30,000		(5)		06/10/2021	Class A Common Stock	30,000(6)	\$0.0000	30,000	0	D		
Market Share Units (Performance)	(3)	12/14/2018 <sup>(4)</sup>			A		30,000		(5)		06/10/2021	Class A Common Stock	30,000(6)	\$0.0000	60,000	0	D		

## **Explanation of Responses:**

- 1. The date of the transaction represents the date on which the financial performance criteria of a previously granted long-term incentive plan ("LTIP") award were determined to have been satisfied
- 2. Represents the number of shares determined to have been earned for the share portion of the LTIP. The share portion of the LTIP award vests as follows: (a) 26,885 shares vest on October 31, 2019, and (b) 18,969 shares vest on October 31, 2020.
- 3. Converts to Class A Common Stock, par value \$.01 per share, non-cumulative ("Class A Common Stock"), on a one-for-one basis
- 4. The date of the transaction represents the date on which the financial performance criteria of previously granted Market Share Units were determined to have been satisfied
- 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, 2019, June 10, 2019, June 10, 2020 and June 10, 2021
- 6. 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

Nancy A. Marrazzo Attorneyin-Fact

12/18/2018

\*\* 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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