

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

**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

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

1. Name and Address of Reporting Person* <u>O'Connor Brad G</u>			2. Issuer Name and Ticker or Trading Symbol <u>HOVNANIAN ENTERPRISES INC [ HOV ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) CFO and Treasurer Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>01/05/2024</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
<u>C/O HOVNANIAN ENTERPRISES, INC.</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
<u>90 MATAWAN ROAD</u>			Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.					
(Street)	(City)	(State)	(Zip)					
<u>MATAWAN</u>	<u>NJ</u>	<u>07747</u>						

**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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
<u>Class A Common Stock</u>	<u>01/05/2024</u>		<u>M<sup>(1)</sup></u>		<u>6,062</u>	<u>A</u>	<u>\$0.0000<sup>(1)</sup></u>	<u>28,338</u>	<u>D</u>	
<u>Class A Common Stock</u>	<u>01/05/2024</u>		<u>D<sup>(1)</sup></u>		<u>6,062</u>	<u>D</u>	<u>\$154.32</u>	<u>22,276</u>	<u>D</u>	

**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
<u>Phantom Shares<sup>(2)</sup></u>	<u>(2)</u>	<u>01/05/2024</u>		<u>M<sup>(1)</sup></u>		<u>6,062</u>		<u>(3)</u>	<u>(3)</u>	<u>Class A Common Stock</u>	<u>6,062</u>	<u>\$0.0000</u>	<u>0.0000</u>	<u>D</u>	

**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. 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.
3. The Phantom Shares vested on October 31, 2023 and settled in cash in the following January.

Elizabeth D. Tice Attorney-in-Fact 01/09/2024

\*\* 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.