

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>  (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>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP, CAO and Treasurer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/13/2021</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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			

**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
Phantom Shares <sup>(1)</sup>	(2)	12/13/2021 <sup>(1)</sup>		A		25,863 <sup>(3)</sup>		(4)	(4)	Class A Common Stock	25,863	\$0.0000	25,863	D	

**Explanation of Responses:**

- 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. 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, which LTIP award is payable partly in these phantom shares.
- 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, par value \$.01 per share, non-cumulative ("Class A Common Stock") at the time of payout, as calculated pursuant to the applicable award agreement.
- 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) 13,738 shares are vested, (b) 6,064 shares vest on October 31, 2022, and (c) 6,062 shares vest on October 31, 2023 and settle in cash in the January following vesting.

**Remarks:**

bradconnorpoa08252021.txt

Elizabeth D. Tice Attorney-in-Fact 12/15/2021

\*\* 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.