

HOVNIANIAN ENTERPRISES INC
 Form 4
 December 27, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Executors of the Estate of Kevoork S. Hovnanian, Deceased

(Last) (First) (Middle)

C/O LAURA M. TWOMEY,
 SIMPSON THACHER, &
 BARTLETT LLP, 425
 LEXINGTON AVE

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 HOVNIANIAN ENTERPRISES INC
 [HOV]

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/18/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director
 ____ Officer (give title below)
 10% Owner
 ____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 (D) Price | | | |
| Class A Common Stock | 12/18/2012 | | W | V 970,849 D \$ 0 0 | | I | By LLC (1) |
| Class A Common Stock | | | | | 6,156,543 (1) | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Class B Common Stock | (2) | 12/18/2012 | | W | V 3,883,395 | (2) | (3) | Class A Common Stock | 3,883,395 |
| Class B Common Stock | (2) | | | | | (2) | (3) | Class A Common Stock | 3,255,250 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Executors of the Estate of Kevork S. Hovnanian, Deceased C/O LAURA M. TWOMEY, SIMPSON THACHER & BARTLETT LLP, 425 LEXINGTON AVE NEW YORK, NY 10017 | | | X | |

Signatures

| | |
|--|------------|
| /s/ Sirwart Hovnanian, Sirwart Hovnanian, Executrix of the Estate of Kevork S. Hovnanian, Deceased | 12/27/2012 |
| _____ **Signature of Reporting Person | Date |
| /s/ Ara K. Hovnanian, Ara K. Hovnanian, Executor of the Estate of Kevork S. Hovnanian, Deceased | 12/27/2012 |
| _____ **Signature of Reporting Person | Date |
| /s/ Sossie K. Najarian, Sossie K. Najarian, Executrix of the Estate of Kevork S. Hovnanian, Deceased | 12/27/2012 |
| _____ **Signature of Reporting Person | Date |
| /s/ Esto K. Barry, Esto K. Barry, Executrix of the Estate of Kevork S. Hovnanian, Deceased | 12/27/2012 |
| _____ **Signature of Reporting Person | Date |
| | 12/27/2012 |

/s/ Lucy K. Kalian, Lucy K. Kalian, Executrix of the Estate of Kevork S. Hovnanian,
Deceased

__Signature of Reporting Person

Date

/s/ Nadia K. Rodriguez, Nadia K. Rodriguez, Executrix of the Estate of Kevork S.
Hovnanian, Deceased

12/27/2012

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

On December 18, 2012, the Reporting Person contributed 970,849 shares of Class A Common Stock, par value \$.01 per share, non-cumulative ("Class A Common Stock"), and 3,883,395 shares of Class B Common Stock, par value \$.01 per share, non-cumulative

(1) ("Class B Common Stock"), to a limited liability company in exchange for all of the limited liability company interests. The Reporting Person's beneficial interest in such shares was not changed by such contribution. Following such contribution, the Reporting Person transferred all of the limited liability company interests pursuant to the Will of Kevork S. Hovnanian, deceased.

(2) The Class B Common Stock is immediately converted into an equal number of shares of Class A Common Stock.

(3) No expiration date.

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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