

HOVNANIAN ARA K
Form 4
June 16, 2006

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 *
HOVNANIAN ARA K

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
110 WEST FRONT STREET

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
06/14/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

RED BANK, NJ 07701

(City) (State) (Zip)

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

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

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

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SEC 1474
(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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|----------------------------|------------------------------------|------------------|-------------------------|--|---------------------|--------------------|----------------------------|----------------------------------|
| | | | Code | V (A) (D) | | | | |
| Class B Common Stock | <u>(1)</u> | 06/14/2006 | <u>J</u> ⁽²⁾ | 70,631 | <u>(1)</u> | <u>(3)</u> | Class A Common Stock | 70,631 |
| Class B Common Stock | <u>(1)</u> | | | | <u>(1)</u> | <u>(3)</u> | Class A Common Stock | 1,688,720 |
| Class B Common Stock | <u>(1)</u> | | | | <u>(1)</u> | <u>(3)</u> | Class A Common Stock | 33,579 |
| Class B Common Stock | <u>(1)</u> | | | | <u>(1)</u> | <u>(3)</u> | Class A Common Stock | 33,579 |
| Class B Common Stock | <u>(1)</u> | | | | <u>(1)</u> | <u>(3)</u> | Class A Common Stock | 54,524 |
| Class B Common Stock | <u>(1)</u> | | | | <u>(1)</u> | <u>(3)</u> | Class A Common Stock | 39,850 |
| Class B Common Stock | <u>(1)</u> | | | | <u>(1)</u> | <u>(3)</u> | Class A Common Stock | 1,076,710.7 |
| Class B Common Stock | <u>(1)</u> | | | | <u>(1)</u> | <u>(3)</u> | Class A Common Stock | 333,266.73 |
| Class B Common Stock | <u>(1)</u> | | | | <u>(1)</u> | <u>(3)</u> | Class A Common Stock | 416,582.67 |

| | | | | | |
|----------------------------|-----|-----|-----|----------------------------|------------|
| Class B Common Stock | (1) | (1) | (3) | Class A Common Stock | 499,898.62 |
| Class B Common Stock | (1) | (1) | (3) | Class A Common Stock | 229,095.93 |
| Class B Common Stock | (1) | (1) | (3) | Class A Common Stock | 20,300 |
| Class B Common Stock | (1) | (1) | (3) | Class A Common Stock | 128,132 |
| Class B Common Stock | (1) | (1) | (3) | Class A Common Stock | 4,000 |
| Class B Common Stock | (1) | (1) | (3) | Class A Common Stock | 4,000 |
| Class B Common Stock | (1) | (1) | (3) | Class A Common Stock | 250,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HOVNANIAN ARA K 110 WEST FRONT STREET RED BANK, NJ 07701 | X | X | President and CEO | |

Signatures

Nancy A. Marrazzo
Attorney-in-Fact

06/16/2006

**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).
- (1) The Class B Common Stock, par value \$.01 per share, non-cumulative, is immediately convertible into an equal number of shares of Class A Common Stock, par value \$.01 per share, non-cumulative
- (2) The KSH 2004 GRAT transferred 70,631 shares of Class A Common Stock to the beneficiary
- (3) No expiration date.
- (4) N/A
- (5) The Reporting Person disclaims beneficial ownership of these securities except to the extent of his potential pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose
- (6) Held as trustee for son Alexander
- (7) Held as trustee for daughter Serena
- (8) Held by The Ara K. Hovnanian Family 1994 Long-Term Trust, of which the reporting person is trustee, including shares held through a partnership interest in the Kevork S. Hovnanian Family Limited Partnership (the "Limited Partnership")
- (9) Held by The Sossie K. Najarian Family 1994 Long-Term Trust, of which the reporting person is a trustee and has a potential remainder interest, including shares held through a partnership interest in the Limited Partnership
- (10) Held by The Esther K. Barry Family 1994 Long-Term Trust, of which the reporting person is trustee and has a potential remainder interest, including shares held through a partnership interest in the Limited Partnership
- (11) Held by The Lucy K. Kalian Family 1994 Long-Term Trust, of which the reporting person is trustee and has a potential remainder interest, including shares held through a partnership interest in the Limited Partnership
- (12) Held by The Nadia K. Rodriguez Family 1994 Long-Term Trust, of which the reporting person is trustee and has a potential remainder interest, including shares held through a partnership interest in the Limited Partnership
- (13) Held by the Limited Partnership
- (14) Held by reporting person as trustee of the Alton Hovnanian Trust
- (15) Held by reporting person as trustee of the Alexander Hovnanian Trust
- (16) Held by the Ara K. Hovnanian 2004 GRAT of which the reporting person is trustee and the principal beneficiary

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.