ANDREWS CHARLES ELLIOTT

Form 4

May 14, 2018

# FORM 4

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

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

| OMB APPROVAL | |
|---|---|
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(Print or Type Responses)

| 1. Name and Address of Reporting Person [*] <br> ANDREWS CHARLES ELLIOTT | 2. Issuer Name **and** Ticker or Trading Symbol <br> **NVR INC [NVR]** | 5. Relationship of Reporting Person(s) to Issuer <br><br> (Check all applicable) |
|---|---|---|
| (Last)          (First)          (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) <br> 05/10/2018 | __X__ Director     _____ 10% Owner <br> _____ Officer (give title   _____ Other (specify below)    below) |
| 11700 PLAZA AMERICA DR, SUITE 500 | | |
| (Street) | 4. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) <br> _X_ Form filed by One Reporting Person <br> ___ Form filed by More than One Reporting Person |
| RESTON, VA 20190 | | |
| (City)          (State)          (Zip) | | |

**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 | (A) or (D) | Price | | | |

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

**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 control number.**

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**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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Pri Deriv Secur |
|---|---|---|---|---|---|---|---|---|

| (Instr. 3) | Price of Derivative Security | | (Month/Day/Year) | (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | | | | | (Instr |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Stock option (right to buy) | $ 3,022.99 | 05/10/2018 | | A | | 500 | | [1] | 05/09/2028 | Common stock | 500 [2] | $ |

## Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| ANDREWS CHARLES ELLIOTT 11700 PLAZA AMERICA DR SUITE 500 RESTON, VA 20190 | X | | | |

## Signatures

| | |
|---|---|
| Eugene J. Bredow, Attorney-in-fact for Charles Elliott Andrews | 05/14/2018 |
| **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) | Stock options granted under the NVR, Inc. 2018 Equity Incentive Plan vest in 25% increments on 12/31/20, 12/31/21, 12/31/22 and 12/31/23. |
| (2) | Time-based stock options granted under the NVR, Inc. 2018 Equity Incentive Plan. The director also received performance-based options for an equal number of shares. The performance-based options will vest on the same terms as the time-based options, subject to an additional requirement that vesting of the options is based on the Company's return on capital performance during 2018 through 2020. |

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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