

NVR INC  
Form DEF 14A  
March 21, 2008

**SCHEDULE 14A**  
**(Rule 14a-101)**  
**INFORMATION REQUIRED IN PROXY STATEMENT**  
**SCHEDULE 14A INFORMATION**  
**Proxy Statement Pursuant to Section 14(a) of the Securities**  
**Exchange Act of 1934**

Filed by the Registrant ☒ x

Filed by a Party other than the Registrant ☐ o

Check the appropriate box:

☐ o Preliminary Proxy Statement

☐ o Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

☒ y Definitive Proxy Statement

☐ o Definitive Additional Materials

☐ o Soliciting Material Pursuant to Rule 14a-11(c) or Rule 14a-12

NVR, INC.

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

☒ x No fee required.

☐ o Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

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(1) Amount previously paid:

(2) Form, schedule or registration statement no.:

(3) Filing party:

(4) Date filed:



**NVR, INC.**  
**11700 Plaza America Drive**  
**Reston, VA 20190**  
**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS**  
**To be held on Tuesday, May 6, 2008**  
**11:30 A.M. Eastern Standard Time**

NVR, Inc. will hold its Annual Meeting of Shareholders at 11:30 A.M. (Eastern Standard Time) on Tuesday, May 6, 2008. We will hold the meeting at our corporate headquarters located at 11700 Plaza America Dr., Suite 500, Reston, Virginia, 20190.

We are holding the meeting for the following purposes:

1. To elect three nominees for director to serve three year terms and until their successors are duly elected and qualified;
2. To ratify the appointment of the accounting firm of KPMG LLP as our independent auditor for the year ending December 31, 2008; and
3. To transact other business that may properly come before the Annual Meeting or any adjournment or postponement of the Annual Meeting.

The above items are fully described within the proxy statement, which is part of this notice. We have not received notice of any other matters that may properly be presented at the meeting.

Only shareholders of record at the close of business on March 3, 2008 will be entitled to vote at the meeting. Whether or not you plan to attend the meeting, you are urged to date and sign the enclosed proxy card and return it promptly in the accompanying envelope. You are invited to attend the meeting in person. If you do attend the meeting, you may withdraw your proxy and vote in person.

By order of the Board of Directors,

James M. Sack  
Secretary and General Counsel

March 21, 2008

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**NVR, INC.**  
**11700 Plaza America Drive**  
**Suite 500**  
**Reston, VA 20190**  
**PROXY STATEMENT**

This Proxy Statement, Proxy Card and the Annual Report for the year ended December 31, 2007 are being mailed to our shareholders on or about March 24, 2008 in connection with the solicitation on behalf of the Board of Directors of NVR, Inc., a Virginia corporation, of proxies for use at our Annual Meeting of Shareholders. The Annual Meeting will be held on Tuesday, May 6, 2008, at our corporate headquarters located at 11700 Plaza America Dr., Suite 500, Reston, Virginia, 20190, at 11:30 A.M., Eastern Standard Time, and at any and all postponements and adjournments thereof. Shareholders should contact NVR's Investor Relations Department at the forgoing address to obtain directions to be able to attend the Annual Meeting in person.

We bear the cost of proxy solicitation, including expenses in connection with preparing, assembling and mailing the proxy solicitation materials and all papers accompanying them. We may reimburse brokers or persons holding shares in their names or in the names of their nominees for their expenses in sending proxies and proxy material to beneficial owners. In addition to solicitation by mail, certain of our officers, directors and regular employees, who will receive no extra compensation for their services, may solicit proxies by telephone, facsimile transmission, internet or personally. We have retained Georgeson Inc. to assist in the solicitation of brokers, bank nominees and institutional holders for a fee of approximately \$4,000 plus out-of-pocket expenses.

All voting rights are vested exclusively in the holders of our common stock, par value \$.01 per share (the Common Stock). Only shareholders of record as of the close of business on March 3, 2008 (the Record Date) are entitled to receive notice of and to vote at the Annual Meeting. Shareholders include holders (the Participants) owning stock in our Profit Sharing Trust Plan and Employee Stock Ownership Plan (the Plans).

The accompanying proxy card should be used to instruct the person named as the proxy to vote the shareholder's shares in accordance with the shareholder's directions. The persons named in the accompanying proxy card will vote shares of Common Stock represented by all valid proxies in accordance with the instructions contained thereon. In the absence of instructions, shares represented by properly executed proxies will be voted **FOR** the election of those three persons designated hereinafter as nominees for Class III of our directors, **FOR** the ratification of KPMG LLP as our Independent Auditor for 2008, and in the discretion of the named proxies with respect to any other matters presented at the Annual Meeting.

With respect to the tabulation of proxies, for the election of directors and the ratification of the appointment of KPMG LLP as our independent auditor, abstentions and broker non-votes are counted for the purpose of establishing a quorum, but are not counted in the number of votes cast and will have no effect on the result of the vote.

Any shareholder may revoke his or her proxy at any time prior to its use by 1) filing with our Secretary, at 11700 Plaza America Drive, Suite 500, Reston, Virginia 20190, written notice of revocation, 2) duly executing a proxy bearing a later date than the date of the previously duly executed proxy, or 3) by attending the Annual Meeting and voting in person. Execution of the enclosed proxy will not affect your right to vote in person if you should later decide to attend the Annual Meeting.

The proxy card also should be used by Participants to instruct the trustee of the Plans how to vote shares of Common Stock held on their behalf. The trustee is required under the applicable trust agreement to establish procedures to ensure that the instructions received from Participants are held in confidence and not divulged, released or otherwise utilized in a manner that might influence the Participants' free exercise of their voting rights. Proxy cards representing shares held by Participants must be returned to the tabulator by May 1, 2008 using the enclosed return envelope and should not be returned to us. If shares are owned through the Plans and the Participant does not submit voting instructions by May 1, 2008, the trustee of the Plans will vote such shares in the same proportion as the voting instructions received from the other Participants. Participants who wish to revoke a proxy card will need to contact the trustee and follow its instructions.

As of the Record Date, we had a total of 5,261,961 shares of Common Stock outstanding, each share of which is entitled to one vote. The presence, either in person or by proxy, of persons entitled to vote a majority of the outstanding Common Stock is necessary to constitute a quorum for the transaction of business at the Annual Meeting. Under our Restated Articles of Incorporation and Bylaws, holders of Common Stock are not entitled to vote such shares on a cumulative basis, including with respect to the voting for directors.

**Important Notice Regarding the Availability of Proxy Materials for the  
Shareholder Meeting to Be Held on May 6, 2008:**

This Proxy Statement and our Annual Report for the year ended December 31, 2007 are available at [www.edocumentview.com/nvr](http://www.edocumentview.com/nvr).

**Election of Directors  
(Proposal 1)**

Our Board of Directors, or the Board, is divided into three classes, the classes being as equal in number as possible. At the 2008 Annual Meeting, the following persons constituting Class III of the directors have been nominated by the Board of Directors to be elected to hold office for a three year term and until their successors are duly elected and qualified:

Dwight C. Schar  
Robert C. Butler  
C. E. Andrews

Our Restated Articles of Incorporation state that the number of directors on our Board will be no less than seven and no more than thirteen, as established from time to time by Board resolution. Currently, our Board has established the size of the Board as ten.

Mr. Schar and Mr. Butler are current directors standing for reelection. Mr. Andrews is standing for election by our shareholders for the first time. Mr. Schar, NVR's Chairman, recommended Mr. Andrews to the Nominating Committee for consideration as a director. Each nominee has consented to serve as one of our directors if elected. Our Board of Directors has affirmatively determined that each of our Board of Directors proposed nominees is independent, with the exception of Mr. Schar who is NVR's Executive Chairman. Our Board does not contemplate that any of its proposed nominees listed above will become unavailable for any reason, but if any such unavailability should occur before the Annual Meeting, proxies may be voted for another nominee selected by the Board of Directors.

**Vote Required**

Each director shall be elected by a majority of the votes cast by the shares entitled to vote in the election at the Annual Meeting, assuming that a quorum is present. A majority of the votes cast means that the number of shares voted for a director must exceed the number of shares voted against that director. Unless marked otherwise, proxies received will be voted **FOR** the election of each of the three nominees named above. Shareholders may abstain from voting for any particular nominee by so indicating in the space provided on the attached proxy card. An abstention will not be counted as a vote cast for or against a director's election.

Pursuant to our Corporate Governance Guidelines, the Board expects a director to tender his or her resignation if he or she fails to receive the required number of votes for re-election. The Board shall nominate for election or re-election as director only candidates who agree to tender their resignation if they fail to receive the required number of votes for re-election. In addition, the Board shall fill director vacancies and new directorships only with candidates who agree to tender their resignation if they fail to receive the required number of votes for re-election.

The Nominating Committee shall promptly consider the resignation offer of any such director and recommend to the Board whether to accept the tendered resignation or reject it. The Board shall take action with respect to the Nominating Committee's recommendation no later than 90 days following the submission of any such resignation offer.

Following the Board's action regarding the Nominating Committee's recommendation, the Company shall promptly file a Current Report on Form 8-K with the Securities and Exchange Commission which shall detail the Board's decision regarding a tendered resignation. This disclosure shall include an explanation of the process by which the Board's decision was reached and the reasons for the Board's decision.

To the extent that one or more directors' resignations are accepted by the Board, the Nominating Committee will recommend to the Board whether to fill such vacancy or vacancies or to reduce the size of the Board.

The Board expects that any director who tenders his or her resignation pursuant to this Policy will not participate in the Nominating Committee recommendation or Board action regarding whether to accept or reject the tendered resignation. If, however, a majority of the members of the Nominating Committee fails to receive the required number of votes for re-election in the election, the independent directors who did not fail to receive the required number of votes for re-election in the election shall form a committee amongst themselves for the purposes of evaluating the tendered resignations and recommending to the Board whether to accept or reject them.

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS VOTING FOR ALL OF THE  
FOREGOING NOMINEES  
AS DIRECTORS OF NVR.**

**CORPORATE GOVERNANCE PRINCIPLES AND BOARD MATTERS**

We are committed to having sound corporate governance principles and practices. Having and acting on that commitment is essential to running our business efficiently and to maintaining our integrity in the marketplace. Our primary corporate governance documents, including our Corporate Governance Guidelines, Code of Ethics and all of our Board of Directors' committee charters, are available to the public on our internet website at <http://www.nvrinc.com>. This material is also available in print to any shareholder who makes a request in writing to the Company at the following address: NVR, Inc., Investor Relations, 11700 Plaza America Drive, Suite 500, Reston, VA 20190.

**Board Structure and Committee Composition**

Our Restated Articles of Incorporation state that the number of directors on our Board will be no less than seven and no more than thirteen, as established from time to time by Board resolution. As of the date of this Proxy Statement, the Board has ten members.

Dwight C. Schar, our executive chairman, leads our Board, which meets at least quarterly. In addition, our Corporate Governance Guidelines require that each year our Board name an independent lead director to chair meetings of our independent directors. The independent directors of our Board meet as a group at least annually. Our independent lead director position rotates annually between the Audit, Compensation, Corporate Governance and Nominating Committee chairmen. David A. Preiser, the Chairman of our Nominating Committee, served as our independent lead director for calendar year 2007. Manuel H. Johnson, the Chairman of our Audit Committee, assumed the independent lead director role for the 2008 calendar year.



Our Board has the following six committees: Audit, Compensation, Corporate Governance, Executive, Nominating, and Qualified Legal Compliance. Each committee, other than the Executive Committee, meets at least annually to review its Committee Charter. During 2007, the full Board of Directors met ten times, the Audit Committee met six times, the Compensation Committee met five times, the Nominating Committee met three times, the Corporate Governance Committee met twice, and the Qualified Legal Compliance Committee met once. The Executive Committee did not meet during 2007. Our independent directors met once during 2007 in executive session without the presence of non-independent directors and management. Each of our Board members attended at least 75% of our Board meetings and their respective Committee meetings during 2007. Further, each of our Board members and each then-standing director attended the 2007 annual meeting of shareholders. Our Board requires that our Board members attend each Board and Committee meeting in person. Our Board of Directors further requires that all current Board members and all nominees for election to our Board of Directors put forth in our proxy statement by our Board attend in person our annual meeting of shareholders, unless personal circumstances affecting such Board member or director nominee make such attendance impractical or inappropriate.

#### **Board Member Information**

The following sets forth certain pertinent information with respect to our current directors, including the nominees listed above.

<b>Name</b>	<b>Age</b>	<b>Year First Elected or Appointed/ Term Expires</b>
Dwight C. Schar (3*)	66	1993/2008
C. E. Andrews	56	N/A
C. Scott Bartlett, Jr. (1) (4) (6)	75	1993/2009
Robert C. Butler (1) (4) (5*) (6)	77	2002/2008
Timothy M. Donahue (2) (4)	59	2006/2009
Manuel H. Johnson (1*) (2) (5) (6*)(**)	59	1993/2010
William A. Moran (3)	61	1993/2009
David A. Preiser (2) (4*) (5)	51	1993/2010
George E. Slye (1) (3) (6)	77	1993/2008
John M. Toups (2*) (3) (5)	82	1993/2010
Paul W. Whetsell (2)(5)	57	2007/2010

- (1) Member of  
Audit  
Committee
- (2) Member of  
Compensation  
Committee
- (3) Member of  
Executive  
Committee
- (4) Member of  
Nominating  
Committee
- (5)

Member of  
Corporate  
Governance  
Committee

(6) Member of  
Qualified Legal  
Compliance  
Committee

(\*) Chairperson

(\*\*) Independent  
Lead Director

**Dwight C. Schar** has been Chairman of the Board since September 30, 1993. Mr. Schar served as the President and Chief Executive Officer of NVR from September 30, 1993 through June 30, 2005. Mr. Schar is also a director of Six Flags, Inc.

**C. E. Andrews** is being nominated for his first term as a director with NVR. Mr. Andrews is currently the president of SLM Corporation (Sallie Mae). He joined Sallie Mae in 2003 as the executive vice president of accounting and risk management, and held the title of chief financial officer from 2006 to 2007. Prior to joining Sallie Mae, Mr. Andrews spent approximately 30 years at Arthur Andersen. He served as managing partner for Arthur Andersen's mid-Atlantic region, and was promoted to global managing partner for audit and advisory services in 2002. Mr. Andrews serves on the boards of Junior Achievement (Chair), The Greater Washington Board of Trade, Inova Health Systems Foundation and Six Flags, Inc., where he is the Chair of the Audit Committee. He is also a member of the Advisory Boards of the R.B. Pamplin College of Business and Accounting Department at Virginia Tech.

**C. Scott Bartlett, Jr.** has been a director since September 30, 1993. Mr. Bartlett retired as an Executive Vice President of National Westminster Bank USA, now Bank of America, Inc., in 1990. Mr. Bartlett is also a director of Abraxas Petroleum Corporation where he serves as the chairman of the audit committee and serves on the nominating committee.

**Robert C. Butler** has been a director since May 1, 2002. Prior to his retirement, Mr. Butler served as Senior Vice President and Chief Financial Officer of Celgene Corporation from 1996 through 1998. Previously, Mr. Butler served as Chief Financial Officer of International Paper Co. In addition, Mr. Butler was the Chairman of the Financial Accounting Standards Advisory Council from 1997 through 2001. Mr. Butler is a director of Studio One Networks, Inc. He also serves on the Board of Trustees of COPE Center, Inc., a non-profit social services agency in New Jersey.

**Timothy M. Donahue** has been a director since January 1, 2006. Prior to his retirement, Mr. Donahue was Executive Chairman of Sprint Nextel Corporation from August 2005 to December 2006. He previously served as president and chief executive officer of Nextel Communications, Inc. He began his career with Nextel in January 1996 as president and chief operating officer. Before joining Nextel, Mr. Donahue served as northeast regional president for AT&T Wireless Services operations from 1991 to 1996. Prior to that, he served as president for McCaw Cellular's paging division in 1986 and was named McCaw's president for the U.S. central region in 1989. He is also a director of Eastman Kodak, Covidien Limited, and Tyco International LTD.

**Manuel H. Johnson** has been a director since September 30, 1993. Dr. Johnson has been co-chairman and senior partner in Johnson Smick International, Inc., an international financial policy consulting firm, since 1990. From August 1, 1997 until December 2003, Dr. Johnson was the chairman of the Board of Trustees and president of the Financial Accounting Foundation, which oversees the Financial Accounting Standards Board. Also during 1997, Dr. Johnson was named a member of the Independence Standards Board (which was dissolved on July 31, 2001), formed jointly by the Securities and Exchange Commission and the American Institute of Certified Public Accountants. Dr. Johnson is a founder and co-chairman of the Group of Seven Council, an international commission supporting economic cooperation among the major industrial nations. He is a director of Morgan Stanley Funds and Evergreen Energy, Inc.

**William A. Moran** has been a director since September 30, 1993. Mr. Moran has been the chairman of Elm Street Development, Inc. (Elm Street) since 1996. Mr. Moran is currently a director and shareholder of Craftmark, Inc., a homebuilder in Virginia, Maryland, Pennsylvania and Delaware and Craftstar, Inc., which develops, invests in and periodically sells apartments, condominiums, single family homes and townhomes in Virginia and Maryland. Mr. Moran is also a director and shareholder of ESD, Inc.

**David A. Preiser** has been a director since September 30, 1993. Mr. Preiser has been a senior managing director and a member of the Board of Directors (now an advisory member) of the investment banking firm of Houlihan Lokey Howard & Zukin ( Houlihan Lokey ) since 2001. Prior to that date, Mr. Preiser was a managing director of Houlihan Lokey. Since January 1, 2005, Mr. Preiser has served as Chairman of Houlihan Lokey Howard and Zukin Europe, pursuant to which he leads Houlihan Lokey's European investment banking activities. Additionally, Mr. Preiser continues to hold the position of managing partner of Sunrise Capital Partners L.P., a distressed private equity fund affiliated with Houlihan Lokey since 1998, the investment strategy of which is to invest in bankrupt companies and turn-around situations. From 1990, Mr. Preiser had been active in coordinating Houlihan Lokey's real estate and financial restructuring activities as a managing director. Mr. Preiser is also a director of Jos. A. Bank Clothiers, Inc., Akron, Inc., and AIT Holding Company, LLC.

**George E. Slye** has been a director since September 30, 1993. Mr. Slye's term as a director expires at the 2008 Annual Meeting and he is not standing for reelection.

**John M. Toups** has been a director since September 30, 1993. Prior to his retirement, Mr. Toups held various management positions with Planning Research Corporation from 1970 through 1987, for which he was chief executive officer from 1978 to 1987 and chairman from 1982 to 1987. He is also a director of Halifax Corporation, GTSI, Inc., Dewberry & Davis and Willdan Group, Inc.

**Paul W. Whetsell** has been a director since March 1, 2007. Mr. Whetsell has been the chairman of the board of Interstate Hotels and Resorts, Inc. ( Interstate ) since August 1998 and the president and chief executive officer of Capstar Hotel Company since 2006. From August 1998 until October 2003, he also served as the chief executive officer of Interstate and its predecessor. From August 1998 until May 2006, Mr. Whetsell served as the chairman and chief executive officer of Meristar Hospitality Corporation.

#### **Board Independence**

Our Board has established Director independence standards to assist us in determining director independence, the standards of which meet the independence requirements of the New York Stock Exchange's ( NYSE ) corporate governance listing standards (our common stock is listed on the NYSE). Our independence standards are included within our Corporate Governance Guidelines, which are available on our website at <http://www.nvrinc.com>, and as mentioned above, are available in print to any shareholder upon written request. Our Board considers all relevant facts and circumstances in making an independence determination. As required by the rules of the NYSE, to be considered independent under our independence standards, a director must be determined, by a resolution of our Board, to have no material relationship with us (other than as a director) directly or indirectly.

Our Board has affirmatively determined that Messrs. Andrews, Bartlett, Butler, Donahue, Johnson, Preiser, Toups, Slye and Whetsell are independent pursuant to our independent standards and, other than Mr. Andrews and Toups, have no relationship, material or otherwise, with us, directly or indirectly. Mr. Schar, our Executive Chairman, and Mr. Moran, an existing director who controls a company from which we acquire a small portion of our finished lots upon which to build our homes, have been determined by our Board not to be independent.

When our Board met to analyze the independence of its members, it analyzed two transactions that it considered immaterial to the independence of the director involved:

Mr. Toups is a director of Dewberry & Davis ( Dewberry ), a privately held professional services firm that provides engineering, surveying and environmental sciences services. Previously, the independent members of our Board (with Mr. Toups abstaining) authorized us to obtain services in the ordinary course of business from Dewberry, the services of which included engineering and surveying of certain finished lots upon which we build our homes. We obtained services from Dewberry during 2007.

Mr. Andrews is a director of Six Flags, Inc. ( Six Flags ), a publicly traded amusement park company. Previously, the independent members of our Board authorized us to incur services in the ordinary course of business from Six Flags. In 2007, we paid Six Flags \$20,000 for such services.

## **Board Committees**

### ***Audit Committee***

We have a separately designated standing Audit Committee comprised of four members, each of whom satisfies the independence standards specified above and Rule 10A-3(b)(1) under the Securities Exchange Act of 1934 ( 1934 Act ). All current members of our Audit Committee are financially literate and are able to read and understand fundamental financial statements, including a balance sheet, income statement and cash flow statement. Our Board has determined that Manuel H. Johnson, our current Audit Committee Chairman, qualifies as an audit committee financial expert as defined within Section 229-401(h) of the 1934 Act. This designation does not impose on Mr. Johnson any duties, obligations or liability that are any greater than are generally imposed on him as a member of our Audit Committee and our Board, and his designation as an audit committee financial expert pursuant to this Securities and Exchange Commission ( SEC ) requirement does not affect the duties, obligations or liability of any other member of our Audit Committee or our Board.

Our Audit Committee operates pursuant to a charter adopted by our Board that is available at <http://www.nvrinc.com>, and which is available in print to any shareholder upon written request. As enumerated in the Charter, our Audit Committee was established to assist our Board s oversight of (1) the integrity of our accounting and financial reporting processes, (2) our compliance with legal and regulatory requirements, (3) our independent external auditor s qualifications and independence, and (4) the performance of our internal audit function and of our independent external auditors. Among other things, our Audit Committee prepares the Audit Committee Report for inclusion in our proxy statement; annually reviews our Audit Committee Charter and the Audit Committee s performance; appoints, evaluates and determines the compensation of our independent external auditors; maintains written procedures for the receipt, retention and treatment of complaints on accounting, internal accounting controls or auditing matters, as well as for the confidential, anonymous submissions by our employees of concerns regarding questionable accounting or auditing matters; reviews substantiated complaints received from internal and external sources regarding accounting, internal accounting controls or auditing matters; and reviews reports from management regarding significant accounting, internal accounting controls, auditing, legal and regulatory matters. Our Audit Committee has the authority and available funding to engage any independent legal counsel and any accounting or other expert advisors, as our Audit Committee deems necessary to carry out its duties.

### ***Compensation Committee***

We have a separately designated standing Compensation Committee comprised of five members, each of whom satisfies our independence standards specified above. Our Compensation Committee operates pursuant to a charter adopted by our Board that is available at <http://www.nvrinc.com>, and which is available in print to any shareholder upon written request.

### Description of Duties

Among other things, our Compensation Committee (1) reviews and determines all compensation of our Executive Chairman and our Chief Executive Officer ( CEO ) and, based in part on the recommendation of the Executive Chairman and the CEO, of all of our other executive officers; (2) periodically reviews and makes recommendations to the Board with respect to the compensation of our directors; (3) administers and interprets incentive compensation and stock option plans for our employees (except as otherwise described below); (4) assists in preparing the Compensation Discussion and Analysis and prepares our Compensation Committee Report for inclusion in our annual meeting proxy statement in accordance with applicable rules and regulations of the SEC; (5) makes recommendations to our Board about succession planning for our CEO, and in conjunction with the CEO, also considers succession planning for other of our key positions; (6) reviews and approves any employment agreements, or amendments thereto, with our Executive Chairman, CEO and other applicable executive officers; and (7) annually reviews our Compensation Committee Charter and the Compensation Committee's performance.

The Compensation Committee charter provides that the Committee may delegate its authority to one or more members of the Committee. Any person to whom authority is delegated must report any actions taken by him or her to the full Committee at its next regularly scheduled meeting. During 2007, the Compensation Committee did not delegate any of its authority to any individual member(s) of the Committee.

The Committee's charter also provides that the Compensation Committee may delegate to a senior executive officer of NVR the authority to grant options to non-executive employees, within limits prescribed by the full Board of Directors. Any options granted by a senior executive officer pursuant to delegated authority must be reported to the Compensation Committee at its next regularly scheduled meeting. Our Compensation Committee, by resolution, delegated authority to either Mr. Schar or Mr. Saville, and the Senior Vice President of Human Resources, jointly, to grant options to new and existing employees below the executive officer rank during 2007. The Senior Vice President of Human Resources was required to report any options granted pursuant to this delegated authority to the Compensation Committee at their next scheduled meeting after the delegated authority was exercised. We do not have a program, plan or practice in place to grant options in coordination with the release of material non-public information.

For a discussion of the role of Mr. Schar and Mr. Saville in recommending the amount or form of compensation paid to our named executive officers during 2007, see the Compensation Discussion and Analysis below.

### Compensation Consultants

Pursuant to its charter, the Compensation Committee has the sole authority and available funding to obtain advice and assistance from compensation consultants, as well as internal or outside legal, accounting or other expert advisors, that it determines necessary to carry out its duties. We do not engage compensation consultants to set executive officer compensation each year. Rather, we engage consultants on an as needed basis as determined by our Compensation Committee. In 2007, we engaged Hewitt Associates to assist us in formulating the terms and structure of a long term incentive plan for adoption in 2008. Other than this assistance, Hewitt did not determine or recommend the amount or form of executive compensation during 2007.

**Compensation Committee Interlocks and Insider Participation**

During 2007, our compensation committee was comprised of Mr. Toups, Mr. Donahue, Mr. Johnson, Mr. Preiser and Mr. Whetsell, all of who are independent directors. None of our executive officers served as a member of the board of directors or compensation committee of any entity that has one or more executive officers serving as a member of our Board or our Compensation Committee; accordingly, there were no interlocks with other companies within the meaning of the SEC's proxy rules during 2007.

***Nominating Committee***

We have a separately designated standing Nominating Committee comprised of four members, each of whom satisfies our independence standards specified above. The Nominating Committee operates pursuant to a charter adopted by the Board that is available at <http://www.nvrinc.com>, and which is available in print to any shareholder upon request.

Among other things, the Nominating Committee (1) identifies individuals qualified to become Board members; (2) recommends that our Board select the director nominees for the next annual meeting of shareholders; (3) recommends to our Board names of individuals to fill any vacancies on our Board that arise between annual meetings of shareholders; (4) considers from time to time our Board committee structure and makeup; and (5) annually reviews our Nominating Committee Charter and the Nominating Committee's performance. Our Nominating Committee also has the sole authority and appropriate funding to obtain advice and assistance from executive search firms, and internal or outside legal, accounting or other expert advisors that it determines necessary to carry out its duties.

Attached as **Appendix A** are our Policies and Procedures for the Consideration of Board of Directors Candidates, including nominations submitted by our security holders. This material is also available at <http://www.nvrinc.com>. These policies and procedures include minimum qualifications for director nominees and the process for identifying and evaluating director nominees.

***Corporate Governance Committee***

We have a separately designated standing Corporate Governance Committee comprised of five members, each of whom satisfies our independence standards specified above. The Corporate Governance Committee operates pursuant to a charter adopted by our Board that is available at <http://www.nvrinc.com>. Our Corporate Governance Guidelines are also available at <http://www.nvrinc.com>. Each of these documents is available in print to any shareholder upon written request.

Among other things, the Corporate Governance Committee (1) develops and recommends to our Board a set of corporate governance principles; (2) annually reviews and assesses the adequacy of our Corporate Governance Guidelines, including ensuring that they reflect best practices where appropriate; and (3) annually reviews our Corporate Governance Committee Charter and the Corporate Governance Committee's performance. Our Corporate Governance Committee must obtain Board approval for funding to obtain advice and assistance from internal or outside legal, accounting or other expert advisors that it determines necessary to carry out its duties.

### ***Qualified Legal Compliance Committee***

Our Qualified Legal Compliance Committee ( QLCC ) is a separately designated standing committee, currently consisting of all of the members of our Audit Committee. It was established to assist our Board in fulfilling its responsibilities relating to oversight of legal compliance by our employees and us and to meet the requirements for a qualified legal compliance committee under Part 205 of the rules of the SEC (the Part 205 Rules ). The composition of the QLCC is intended to comply with all independence requirements under the Part 205 Rules. Our QLCC operates pursuant to a charter adopted by our Board and is available at <http://www.nvrinc.com>, and is also available in print to any shareholder upon written request. Our QLCC annually reviews the QLCC Charter and the QLCC s performance.

Our QLCC has adopted written procedures for the confidential receipt, retention and consideration of any report of evidence of a material violation of securities laws or material breach of fiduciary duty or similar material violation by us, or our directors, officers, employees or agents ( Material Violation ) under the Part 205 Rules, and has the authority and responsibility (1) to inform our chief legal officer ( CLO ), CEO and chief financial officer ( CFO ) of any report of evidence of a Material Violation; (2) to determine whether an investigation is necessary regarding any report of evidence of a Material Violation and; (3) if our QLCC determines an investigation is necessary or appropriate, initiate such investigation; (4) to obtain a written report from our CLO or outside counsel conducting any such investigation at the investigation s conclusion; (5) to recommend, by majority vote, that we implement an appropriate response to evidence of a Material Violation and inform our Board, CEO, CLO and CFO of the results of any such investigation and the appropriate remedial measures to be adopted; and (6) acting by majority vote, to take all other appropriate action, including the authority to notify the SEC in the event that we fail in any material respect to implement an appropriate response that our QLCC has recommended that we take. Our QLCC has the authority and available funding to engage any independent legal counsel, accounting or other expert advisors as our QLCC deems necessary to carry out its duties.

### ***Executive Committee***

Our Executive Committee was established pursuant to our Bylaws to have such powers, authority and responsibilities as may be determined by a majority of our Board of Directors. Our Executive Committee has never met, nor has our Board ever delegated any powers, authority or responsibilities to the Executive Committee. Our Board of Directors intends to continue the practice of considering corporate matters outside the scope of our other existing Board committees at the full Board level.

### **Security Holder Communications with the Board of Directors**

Our Policies and Procedures Regarding Security Holder Communications with the NVR, Inc. Board of Directors are available at <http://www.nvrinc.com>. This same policy is applicable to any interested party wanting to communicate to the non-management directors or Mr. Johnson, who is the lead independent director for 2008 meetings of our independent directors.

### **Transactions With Related Persons**

During the year ended December 31, 2007, we entered into forward lot purchase agreements to purchase finished building lots for a total purchase price of approximately \$53,000,000 with Elm Street Development, Inc. ( Elm Street ), which is controlled by Mr. Moran. The independent members of our Board approved these transactions, and we expect to purchase these finished lots over the next three years at the contract prices. During 2007, NVR also purchased 186 developed lots at market prices from Elm Street for approximately \$37,000,000. Also during 2007, NVR terminated two forward lot purchase agreements entered into with Elm Street prior to 2007 and forfeited \$663,200 in lot deposits as liquidated damages.



During 2007, two of Mr. Saville's adult children, who both live independent of him, purchased homes from us for \$733,000 and \$285,000, respectively. The price and the terms of the sales were no less favorable than those that would have been entered into with an unrelated third party, and our independent Directors approved the sales.

During 2007, Mr. Bartlett's adult child, who lives independent of him, purchased one of our homes for \$343,000. The price and the terms of the sale were no less favorable than those that would have been entered into with an unrelated third party, and our disinterested, independent Directors approved the sale.

During 2007, two of Mr. Inman's adult children, who both live independent of him, entered into sales contracts to purchase two of our homes for \$760,000 and \$787,000, respectively. The sales are expected to close in 2008. The price and the terms of the sales were no less favorable than those that would have been entered into with an unrelated third party, and our independent Directors approved the sales.

During 2007, we had a marketing and promotional arrangement with certain entities controlled by or affiliated with the Washington Redskins National Football League franchise (the Redskins). Mr. Schar is a minority owner of the Redskins. Our independent directors approved this arrangement. In total, we incurred \$125,000 under this marketing and promotional arrangement.

**Procedures for Approval of Related Person Transactions**

All related person transactions affecting us that are potentially disclosable under Item 404(a) of Regulation S-K must be considered, reviewed and approved or ratified by the disinterested, independent directors of our Board, regardless of the type of transaction or amount involved. This requirement is contained within various written documents, including Section 7.05 of our Bylaws (available on our website at <http://www.nvrinc.com>), Sections 1 and 4 of our Code of Ethics (available on our website at <http://www.nvrinc.com>), and our internal Standards of Business Conduct, Human Resource and Financial Policies and Procedures.

**Security Ownership of Certain Beneficial Owners and Management**

The following tables sets forth certain information as to the beneficial ownership of Common Stock by each person known by us to be the beneficial owner of more than 5% of the outstanding Common Stock as of the dates indicated, and each director, director nominee and executive officer and by all directors and executive officers as a group as of March 3, 2008. Except as otherwise indicated, all shares are owned directly and the owner has sole voting and investment power with respect thereto.

**Certain Beneficial Owners**

<b>Name and Address of Holder</b>	<b>Number of Shares</b>	<b>Percent of Class</b>
Barclays Global Investors, N.A. 45 Fremont Street San Francisco, CA 94105	717,159(1)	13.6%
Pamet Capital Management, L.P./David Abrams 222 Berkeley Street, 22 <sup>nd</sup> Floor Boston, MA 02116	388,595(2)	7.4%
Neuberger Berman Inc. 605 Third Avenue New York, NY 10158	311,141(3)	5.9%

(1) Of the shares that were reported within a Schedule 13G filed February 6, 2008, the entity has sole power to vote or direct the vote of 627,201 shares and sole power to dispose or direct the disposition of 717,159 shares.

(2) Of the shares that were reported within a Schedule 13G filed February 13, 2008, the entity has sole power to vote or direct the vote and dispose or direct the disposition of 45 shares and

shared power to  
vote or direct  
the vote and  
dispose or direct  
the disposition  
of 388,550  
shares.

- (3) Of the shares  
that were  
reported within  
a Schedule 13G  
filed  
February 12,  
2008, the entity  
has sole power  
to direct the  
vote of 15,279  
shares, shared  
power to direct  
the vote of  
291,840 shares  
and shared  
power to  
dispose or direct  
the disposition  
of 311,141  
shares.

### Directors and Management

<b>Name</b>	<b>Number of Shares</b>	<b>Percent of Class</b>
Dwight C. Schar	498,924(1)	9.3%
C. E. Andrews		
C. Scott Bartlett, Jr.	7,730(2)	*
Robert C. Butler	6,800(3)	*
Timothy M. Donahue	200	*
Manuel H. Johnson	31,465(4)	*
William A. Moran	29,000(5)	*
David A. Preiser	7,550(6)	*
George E. Slye	8,500	*
John M. Toups	22,893(7)	*
Paul W. Whetsell	175	*
William J. Inman	109,012(8)	2.1%
Paul C. Saville	335,312(9)	6.2%
Dennis M. Seremet	77,941(10)	1.5%
Robert W. Henley	3,029(11)	*
All directors, director nominees and executive officers as a group (15 persons).	1,138,531	20.3%

\* Less than 1%.



- (1) Includes 100,000 vested options issued under the NVR, Inc. 2000 Broad-Based Stock Option Plan, 3,021 vested shares held by the NVR, Inc. Employee Stock Ownership Plan in trust, 242,653 vested shares held in a Deferred Compensation Rabbi Trust, 31,931 shares held as a discretionary investment in the NVR, Inc. Profit Sharing Plan, 1,000 shares owned by his wife and 200 shares owned by his children. Excludes 5,013 shares held in a Deferred Compensation Plan, which are not distributable until six months subsequent to separation of service.
- (2) Includes 5,375 vested options issued under the NVR, Inc. 2000 Broad-Based Stock Option Plan and 555 shares owned by

his wife.

- (3) Includes 6,500 vested options issued under the NVR, Inc. 1998 Directors Long Term Stock Option Plan.
- (4) Includes 12,500 vested options issued under the NVR, Inc. 1998 Directors Long Term Stock Option Plan, 8,500 vested options issued under the NVR, Inc. 2000 Broad-Based Stock Option Plan and 65 shares owned by his son.
- (5) Includes 4,250 vested options issued under the NVR, Inc. 2000 Broad-Based Stock Option Plan.
- (6) Includes 3,500 vested options issued under the NVR, Inc. 2000 Broad-Based Stock Option Plan.
- (7) Includes 12,500 vested options issued under the NVR, Inc. 1998 Directors Long Term Stock Option Plan, 8,500 vested

options issued  
under the NVR,  
Inc. 2000  
Broad-Based  
Stock Option  
Plan and 43  
shares owned by  
his wife.

(8) Includes 86,384  
vested shares  
held in a  
Deferred  
Compensation  
Rabbi Trust,  
3,135 vested  
shares held by  
the NVR, Inc.  
Employee Stock  
Ownership Plan  
in trust, 22  
shares held as a  
discretionary  
investment in  
the NVR, Inc.  
Profit Sharing  
Plan and 10,000  
shares held in a  
Grantor  
Retained  
Annuity Trust.

(9) Includes 72,500  
vested options  
issued under the  
1998  
Management  
Long Term  
Stock Option  
Plan, 75,000  
vested options  
issued under the  
NVR, Inc. 2000  
Broad-Based  
Stock Option  
Plan, 3,135  
vested shares  
held by the  
NVR, Inc.  
Employee Stock  
Ownership Plan

in trust, 4,322 shares held as a discretionary investment in the NVR, Inc. Profit Sharing Plan, 60,000 shares held in a family LLC, 105,883 vested shares held in a Deferred Compensation Rabbi Trust and 2,000 shares owned by his children. Excludes 777 shares held in a Deferred Compensation Plan which are not distributable until six months subsequent to separation of service.

- (10) Includes 7,000 vested options issued under the 1998 Management Long Term Stock Option Plan, 25,000 vested options issued under the NVR, Inc. 2000 Broad-Based Stock Option Plan, 3,017 vested shares held by the NVR, Inc. Employee Stock Ownership Plan in trust, 2,047 shares held as a discretionary investment in



the NVR, Inc.  
Profit Sharing  
Plan and 40,527  
vested shares  
held in a  
Deferred  
Compensation  
Rabbi Trust.

- (11) Includes 1,750  
vested options  
issued under the  
NVR, Inc. 2000  
Broad-Based  
Stock Option  
Plan, 1,031  
vested shares  
held by the  
NVR, Inc.  
Employee Stock  
Ownership Plan  
in trust and 248  
shares held as a  
discretionary  
investment in  
the NVR, Inc.  
Profit Sharing  
Plan.

**SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE**

Section 16(a) of the 1934 Act requires our directors and executive officers and persons who own more than 10% of our Common Stock to file reports of ownership and changes in ownership of such stock with the SEC and the national securities exchange upon which our shares are publicly traded. Directors, executive officers and greater than 10% shareholders are required by SEC regulations to furnish us with copies of all such forms filed. To our knowledge, based solely on a review of the copies of such reports furnished to us during 2007 and written representations that no other reports were required, all directors, executive officers and greater than 10% shareholders complied with all applicable Section 16(a) filing requirements.

**THE FOLLOWING REPORT OF THE AUDIT COMMITTEE SHALL NOT BE DEEMED TO BE SOLICITING MATERIAL OR TO BE FILED WITH THE SECURITIES AND EXCHANGE COMMISSION UNDER THE SECURITIES ACT OF 1933 OR THE SECURITIES EXCHANGE ACT OF 1934 OR INCORPORATED BY REFERENCE IN ANY DOCUMENT SO FILED.**

**Report of the Audit Committee**

NVR's Audit Committee is solely comprised of independent directors as defined by our independence standards (see above) and in the applicable SEC rules, and operates pursuant to a charter adopted by our Board, which is available at <http://www.nvrinc.com>.

Our management has primary responsibility for preparing our financial statements and establishing financial reporting systems and internal controls. Management also has the responsibility of reporting on the effectiveness of our internal controls over financial reporting. Our independent external auditor, KPMG LLP, is responsible for expressing opinions on the conformity of our audited financial statements with accounting principles generally accepted in the United States of America and on the effectiveness of our internal control over financial reporting. In this context, the Audit Committee hereby reports as follows:

1. The Audit Committee has reviewed and discussed the audited financial statements and management's assessment of the effectiveness of our internal controls over financial reporting with management, and reviewed and discussed KPMG LLP's audit opinions with KPMG LLP;
2. The Audit Committee has discussed with KPMG LLP the matters required to be discussed by Statement on Auditing Standards (SAS) 61 (*Codification of Statements on Auditing Standards*, AU 380), SAS 99 (*Consideration of Fraud in a Financial Statement Audit*) and SEC rules discussed in Final Releases 33-8183 and 33-8183a;
3. The Audit Committee has received the written disclosures and the letter from KPMG LLP required by Independence Standards Board Standard No. 1 (Independence Discussions with Audit Committee), and has discussed with KPMG LLP their independence; and
4. Based on the reviews and discussions referred to in paragraphs (1) through (3) above, the Audit Committee recommended to the Board, and the Board has approved, that the audited financial statements be included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2007, for filing with the SEC.

The undersigned, constituting all of the members of the Audit Committee, have submitted this report to the Board of Directors.

Manuel H. Johnson (Chairman), C. Scott Bartlett, Jr., Robert C. Butler, and George E. Slye

## COMPENSATION DISCUSSION AND ANALYSIS

### General Compensation Philosophy and Objectives

Our general compensation philosophy for our named executive officers is to place significant focus on, and reward achievement of, long-term objectives, which is necessary considering the industry in which we operate. Residential real estate projects often take a substantial period of time to mature. A typical community in which we sell and build homes may take anywhere between one year and five years to build out completely. For us to be successful, it is necessary for us to acquire control of land upon which to build our homes from land developers several years in advance of our sales and construction efforts. The homebuilding industry is cyclical and exhibits peaks and troughs over a long-term period. Because we need to effectively manage our business over lengthy project time periods and during different stages of the homebuilding economic cycle, we believe that the bulk of our named executive officers compensation should be predicated upon our long-term results of operations, and not on short-term quarterly or annual measures. We do this by limiting short-term cash compensation opportunities and emphasizing long-term earning opportunities through ownership of our common stock. Specifically, we:

- pay cash compensation to our named executive officers based on their positions, and in amounts that we believe to be lower than comparable positions in other publicly traded companies within our industry;

- cap the annual cash bonus opportunity of our named executive officers at 100% of their base salary, and do not provide any opportunity to exceed that amount for short-term quarterly or annual performance in excess of our expectation from our business plan; and

- issue our named executive officers periodic (though not annual) grants of fixed-price stock options that vest over a long-term vesting schedule. Historically, we have layered our option grants such that each named executive officer has one grant that is within a three- to four-year holding period before vesting begins, and another grant that is actively vesting over a four-year period.

A long-term equity interest in our company by our named executive officers is the major thrust of our philosophy. We believe that providing the bulk of their compensation in the form of fixed price stock options with a long-term vesting schedule is an effective way to retain their services, and the services of all of our other management employees compensated in the same manner, over a long-term period. Additionally, each stock option agreement contains non-compete provisions that protect our interests. Retention of our experienced management team, which includes our named executive officers, has been and will continue to be one of our most key strategic goals in managing our business. To encourage further equity ownership, we give each of our named executive officers, at their choice, the opportunity to defer any salary or annual bonus awards due to them into our deferred compensation plan. All deferred amounts must be invested solely in our common stock and paid out only after separation of service. We also require our named executive officers to continuously hold our common stock with a market value of four to eight times their respective base salaries (see the *Deferred Compensation Plan and Stock Holding Requirement* discussions below, respectively). We believe that fostering a long-term focus through equity compensation and ownership effectively aligns our named executive officers' interest with those of our shareholders.

Fiscal year 2007 represented a difficult year for NVR. As stated above, the homebuilding industry is cyclical and in 2007 NVR, like other U.S. homebuilders, experienced a continuation of a downturn in the U.S. housing market. As a result, the compensation paid to our named executive officers during 2007 generally reflected our current business environment. Base salaries were frozen for 2007, Mr. Schar, our executive Chairman, waived his 2007 salary and bonus opportunity, no annual bonus was paid to three of the four named executive officers eligible for bonus, and no long-term equity grants were made, each as described more fully below. The Compensation Committee, upon the recommendation of Mr. Schar and Mr. Saville, believed this was appropriate given our performance, stock price and resulting shareholder returns during this downturn in our industry.

### **Compensation Determination Process**

As a general matter, Mr. Saville and our Senior Vice President of Human Resources make recommendations to the Compensation Committee, which are generally accepted, with respect to the amount of each element of compensation paid to each named executive officer, other than Mr. Schar and Mr. Saville, during the fiscal year. These recommendations are partially based on salary information for comparable positions at other large, publicly traded homebuilding and mortgage companies, as well as Mr. Saville's subjective assessment of each officer's overall performance during the prior year. The Committee reviews this same salary information, as provided by Mr. Saville and our Senior Vice President of Human Resources, as well as comparative financial measures (our financial and operating performance compared to information publicly-available on our industry peers) for purposes of determining the compensation paid to Mr. Schar and Mr. Saville.

### **Elements of Compensation**

#### ***Base Salary***

As discussed above and upon the recommendation of Mr. Saville, for 2007, we froze the base salaries at 2006 levels for Messrs. Saville, Seremet, Inman and Henley to reflect the current downturn in the homebuilding industry. In addition, at Mr. Schar's request, we amended his employment agreement on December 21, 2006 to reduce his 2007 base salary and annual bonus opportunity to \$0. On November 6, 2007, and again at Mr. Schar's request, we executed a second amendment to reduce his 2008 base salary and bonus opportunity to \$0, as well.

#### ***Annual Cash Bonus***

##### ***2007 Annual Bonus***

The objective of the annual cash bonus portion of the total compensation package is to focus each of the named executive officers on the attainment of annual goals necessary to achieve our five-year business plan. These annual goals are consistent with the current year's portion of our five-year business plan. We have never exercised discretion in awarding bonuses in amounts different, either higher or lower, from the amount calculated by our actual results relative to the preset performance target and attainment ranges. The named executive officers can earn no more than 100% of their base salary as a bonus award, which is earned once the cap is attained. Attainment of greater than the cap has no impact on the amount of the bonus award earned. The annual bonus is payable in cash, and may be deferred at the election of the named executive officer. See the *Deferred Compensation Plans* discussion below.

For 2007, to properly focus the named executive officers on managing the downturn currently being experienced in the homebuilding industry, we added a financial target, increased the threshold and tightened the attainment ranges under the annual cash bonus plan as compared to 2006. The annual bonus opportunity remained capped at 100% of base salary for the named executive officers, with the exception of Mr. Schar, who, as noted above, requested that his bonus opportunity for 2007 be reduced to \$0.

The annual bonus opportunity in 2007 for Mr. Saville, Mr. Seremet and Mr. Henley was based 80% upon our consolidated pre-tax profit (before consolidated annual bonus and stock-based compensation expense but after all other charges) and 20% based on the number of new orders (net of cancellations) that we generated compared to the consolidated pre-tax profit and new orders within our 2007 annual business plan. While our named executive officers have historically had their bonus opportunity tied solely to a consolidated pre-tax profit measure, the new orders measure was added for 2007 to properly focus our named executive officers on driving new orders during the downturn.

Mssrs. Saville and Seremet were to begin earning the consolidated pre-tax profit portion of their annual bonus award once the target was at least 100% attained (the threshold). The full amount of the consolidated pre-tax profit portion of their annual bonus award was to be earned ratably from 100% up to 105% of the target attainment. Mssrs. Saville and Seremet were to begin earning the new orders unit portion of their annual bonus award once the target was at least 85% attained. The full amount of the new orders unit portion of their annual bonus award was to be earned ratably from 85% up to 100% of the target attainment.

Mr. Henley was to begin earning the consolidated pre-tax profit portion of his annual bonus award once the target was at least 80% attained. The full amount of the consolidated pre-tax profit portion of his annual bonus award was to be earned ratably from 80% up to 105% of the target attainment. Mr. Henley was to begin earning the new orders unit portion of his annual bonus award once the target was at least 85% attained. The full amount of the new orders unit portion of his annual bonus award was to be earned ratably from 85% up to 100% of the financial target attainment.

Mr. Inman's annual bonus opportunity in 2007 was based 55% upon our mortgage banking operations pre-tax profit (before annual bonus expense, stock-based compensation expense and certain corporate overhead cost allocations), 25% upon return on invested capital in the mortgage operations and 20% upon our new orders (net of cancellations). Mr. Inman's bonus was based upon these metrics because he is President of NVR Mortgage Finance, Inc. and thus he has primary responsibility for our mortgage operations business. In addition, however, the Committee, as recommended by Mr. Saville, felt it was important for Mr. Inman to be focused on driving new orders as well, similar to the other named executive officers. Mr. Inman began earning the mortgage banking pre-tax profit and return on invested capital portions of his annual bonus award once the target was at least 100% attained. The full amount of the mortgage banking pre-tax profit and return on invested capital portions of his annual bonus award was earned ratably from 100% up to 105% of the target attainment. Mr. Inman began to earn the new orders unit portion of his annual bonus award once the target was at least 85% attained. The full amount of the new orders unit portion of his annual bonus award was earned ratably from 85% up to 100% of the target attainment.

Because we failed to meet any of the thresholds for consolidated pre-tax profit and new orders, Mssrs. Saville, Seremet or Henley did not earn any annual bonus in 2007. Mr. Inman earned approximately 24% of his maximum incentive opportunity. For Mr. Inman's bonus paid for 2007, see the *Non-Equity Incentive Plan Compensation* column of the *Summary Compensation Table* below. See the *Grants of Plan-Based Awards Table* below for the actual performance targets for 2007.

### *2008 Annual Bonus*

We have lead the industry in weathering the homebuilding market downturn. We were one of only two profitable homebuilders for fiscal year 2007 among the top 12 homebuilders on a national level. Despite that, our named executive officers, with the exception of Mr. Inman who has earned less than 50% of his targeted award in each of the past two years, have not earned an annual bonus award in over two years.

Accordingly, for 2008, we are maintaining the same annual bonus performance metrics, but we are adjusting the target achievement ranges for our named executive officers to earn the annual bonus award. The Compensation Committee, upon the recommendation of Mr. Saville, approved lowering the threshold target for the consolidated pre-tax profit metric for Msrs. Saville, Seremet and Henley to 80% from 100%, with the full amount of the consolidated pre-tax profit portion of their annual bonus award to be earned ratably from 80% up to 100% of the target attainment. Similarly, Mr. Inman will begin earning the mortgage banking pre-tax profit and return on invested capital portions of his annual bonus award at 80%, lowered from 100%, with the full amount of the mortgage banking pre-tax profit and return on invested capital portions of his annual bonus award to be earned ratably from 80% up to 100% of the target attainment. The target achievement ranges for the number of new orders remained the same for each named executive officer in 2008 as in 2007 as we want to continue incentivizing the officers to drive new orders as the downturn continues. As noted above, at Mr. Schar's request, he is not eligible for a 2008 annual bonus award.

### ***Fixed Price Stock Options***

#### *Prior Stock Option Plans*

Historically, the potential single largest component of each named executive officer's total compensation package is realized through the grant of fixed-price stock options, in which most of our management group participates. We believe that the use of stock options is the best performance-based equity vehicle because of our focus on growth in earnings per share, accomplished through both net income growth and the efficient use of capital. Our intent is that the named executive officers only be rewarded when our shareholders realize long-term growth in the price of our stock (we have never paid a dividend). Unless our financial performance over a long-term period drives an increase in our stock price, the options granted provide little or no value to our named executive officers, and if the price of the stock falls below the price at the grant date, the stock option provides no value. Conversely, we do not believe that grants of restricted stock is consistent with our compensation philosophy because restricted stock provides value to the recipient regardless of a company's performance, providing value to an executive even if the stock price drops from the date of grant (unless the stock price falls to \$0).

We do not issue stock option grants annually. Our historical practice has been to structure stock option plans to vest over a long-term period. None of our four most recently approved equity plans had options scheduled to vest within the first four and one-half year period from the grant date. The average length of time for full vesting under these plans is over seven and one half years from the date of grant. In addition, we historically have layered our stock option grants to the executives such that there is one grant actively vesting over a four-year period, and another grant in a four to five year pre-vesting period. Following is a summary of the material terms of the four most recently approved stock option plans:

<b>Term description</b>	<b>1996 Plan</b>	<b>1998 Plan</b>	<b>2000 Plan</b>	<b>2005 Plan</b>
Exercise price	Market value on date of grant	Market value on date of grant	Market value on date of grant	Market value on date of grant
Repricing requires shareholder approval	No	Yes	Yes	Yes
Date options were granted to named executive officers <b>(1)</b>	May 30, 1996	May 26, 1999	May 3, 2001	May 26, 2005
Vesting Determination	Continued employment at vesting dates	Continued employment at vesting dates	Continued employment at vesting dates	Attainment of EPS Target (as defined below), then continued employment at vesting dates
Vesting period for named executive officers	One-third on each of December 31, 2000, 2001 and 2002	One-third on each of December 31, 2003, 2004 and 2005	One-quarter on each of December 31, 2006, 2007, 2008 and 2009	One-quarter on each of December 31, 2010, 2011, 2012, and 2013
Period from grant date to full vesting	Six years and seven months	Six years and seven months	Eight years and eight months	Eight years and seven months

**(1)** Mr. Seremet and Mr. Henley each received an additional grant of 1,835 options on July 1, 2005 upon their appointment to CFO and Controller, respectively. See the *Outstanding Equity Awards at December 31, 2007 Table* below for the terms of these grants.

The above chart illustrates that we have consistently sought improvements in our equity compensation plans to ensure that the majority of the named executive officers' potential compensation was effectively aligned with our shareholders. For example, all plans implemented after the 1996 Plan require shareholder approval to reprice options.

This feature was added after we independently recognized the importance of shareholder-controlled repricing, and years before the national securities exchanges amended listing rules took effect in 2003 mandating shareholder approval to reprice options. No options granted under the 1996 Plan, however, have ever been repriced. For the 2000 and 2005 Plans, the period from grant date to full vesting was increased by more than two years to almost nine years from the original grant date. We increased the full vesting time period to increase our probability of retaining our experienced managers over a longer time period.



For the 2005 Plan, we revised our option program to require both performance and service-based vesting conditions. The performance requirement was added as a vesting condition to our stock option program to ensure that potential share dilution from stock option exercises only occurred if our performance provided our shareholders with a 10% compound annual return over the four-year measurement period. Under this plan, no option will become exercisable unless a performance target based on growth in diluted earnings per share (the EPS Target) is met. We believe that earnings per share-based compensation incentivizes our executives to grow our operations while maintaining an efficient capital structure. The EPS Target was set at a level that reflected a growth rate in diluted earnings per share of 10% per year for four years, based on our 2004 diluted earnings per share of \$66.42. The actual aggregate EPS Target was set at \$339.00 per share, measured based on the sum of the actual diluted earnings per share results for the four annual periods ending December 31, 2005 through 2008. Per the terms of the 2005 Plan, the EPS Target will not be adjusted for accounting rule changes that subsequently become effective. The service-based vesting condition for the 2005 Plan begins in 2010, with the first 25% installment vesting on December 31, 2010 and the subsequent installments vesting on December 31, 2011, 2012 and 2013 (see further discussion below on the 2005 Plan, which includes our assessment that it is improbable that the EPS Target will be met, and thus, the 2005 Plan is expected to terminate on December 31, 2008). In addition, the 2005 Plan also contains clawback provisions that allow us to recapture realized stock option gains in the event that any holder of an option under the plan, including named executive officers, violates the non-compete provisions contained within the stock option agreement. The clawback provision allows for an eighteen-month look back from the date of any violation.

#### *2008 Stock Option Award*

Due to the continued earnings decline resulting from the deterioration in homebuilding market conditions and our expectation that market conditions will not improve in the near term, we have determined that it is improbable that we will achieve the EPS Target included in the 2005 Plan, and thus, it is expected that these contingently issuable options will terminate unvested on December 31, 2008. In addition, the last vesting year under the 2000 Plan is 2009, meaning that without the 2005 Plan, our named executive officers, as well as all of our key management team, will no longer be tied to a long term incentive plan past December 31, 2009. Consistent with our overall compensation philosophy, we believe that an effective long term incentive plan is essential to the retention of our named executive officers and key managers, and is particularly essential currently as we manage through the still challenging homebuilding market. However, we believe that it is unlikely currently that we could obtain shareholder approval to replace the 2005 Plan due to the dilutive effect of our overhang, (overhang being the total outstanding stock options divided by the total outstanding shares). Given these events, the Compensation Committee engaged Hewitt Associates to assist us in developing a short term solution to this long-term incentive issue.

After evaluating several alternatives with Hewitt, we concluded that we would be forced to break with our long-established stock option granting practice. Using the limited number of available unissued shares from existing plans, primarily from the 2000 Plan, we elected to extend the current long-term incentive plan by one year by issuing to our named executive officers and other key managers stock option grants in January 2008 that will vest on December 31, 2010, based on continued employment. We would have preferred to have continued our historical layered approach of granting options such that there is one grant actively vesting over a four-year period, with another grant in a four to five year pre-vesting period (in essence, two plans outstanding at any given time), because we believe that that structure ensures that our executives are focused on driving shareholder value over a long-term period and it has been a highly successful retention vehicle for us. However, we did not have a sufficient number of stock options available to us under existing plans to issue competitive, retentive grants to our executive officers and other key employees beyond 2010. The expected termination of the 2005 Plan required us to select this alternate approach using the limited stock options available to us while we develop future strategies surrounding another long-term incentive plan.

#### *Determining the Size of Option Awards*

When issuing option grants under our option plans, including the new 2008 grants described above, to our named executive officers (or to any employee of our company), we first establish a dollar value of the total targeted compensation to be awarded by position. After determining the salary and annual bonus components for a particular year, these amounts are subtracted from the total targeted compensation for the year to drive out the fair value that we

want to transfer to the executive in the form of stock options over the vesting period. On the date of grant, we divide that total stock option fair value dollar amount by the per share fair value, calculated using the Black Scholes Option pricing model, to determine the number of options to award.

Although we consider this approach in determining the number of options to award our named executive officers to be a reasoned approach using a formula that is based on a widely accepted option-pricing model, the ultimate value of the options issued only becomes clear when they are exercised. The stock options may wind up being worthless, or worth much more than the fair value initially estimated. As a result, we do not consider realizable gains from prior stock option grants when setting new grant amounts. We do not believe that it is a fair practice to offset current compensation by realized or unrealized stock option gains several years after the grants have been issued. Our goal is that the nominal gain realized on option exercise exceeds our initial estimate of fair value because gains in excess of the estimated fair value calculated on the grant date are also realized by all of our other shareholders that held our common stock over that time period. We believe that limiting potential upside on option gains provides a disincentive for our named executive officers when focusing on long-term results, as our compensation philosophy dictates.

*Stock Option Grant Practices*

Our practice is to award option grants to existing employees for new option plans as soon as administratively practicable after the Annual Meeting date at which the shareholders approved the plan. Our Annual Meetings are held in May of each year. The existing-employee grants for the 2000 Plan, which was not a shareholder approved plan, were also issued in May so that we would have consistent grant timing relative to the time of year. The timing of the January 2008 grant was predicated on our recent determination and announcement that the 2005 Plan was expected to terminate due to our failure to achieve the EPS Target. Our Compensation Committee has sole authority to grant options to the named executive officers, and the grant date is the date of Compensation Committee approval of the awards. We only grant stock options once per month to new and existing promoted employees, the date of which is the first of the month following the new hire or effective date (or the first of the following month if the new hire or effective date is after the 20<sup>th</sup> calendar date in the month). We do not have a program, plan or practice in place to grant options in coordination with the release of material non-public information.

### Stock Ownership Guidelines

To complete the linkage between the interests of our senior management with our shareholders, we adopted stock ownership guidelines in 2000. These guidelines require the named executive officers (and certain other members of senior management) to acquire and continuously hold a specified minimum level of our shares for so long as we employ them in their respective positions. The Board of Directors determined the holding requirements for the named executive officers based on a review of the publicly-available stock holding policies for other publicly traded companies within our industry. Under our holding requirements, our named executive officers must acquire and hold shares with a total fair market value ranging from four- to eight-times their annual base salaries depending on position. For 2007, the holding requirements for each of the named executive officers were as follows:

<b>Name</b>	<b>Base Salary</b>	<b>Factor</b>	<b>Dollar Holding Requirement</b>
Dwight C. Schar (1)	\$1,500,000	8	\$12,000,000
Paul C. Saville	\$ 800,000	8	\$ 6,400,000
William J. Inman	\$ 410,000	4	\$ 1,640,000
Dennis M. Seremet	\$ 430,000	6	\$ 2,580,000
Robert W. Henley	\$ 187,000	4	\$ 748,000

(1) As stated above

Mr. Schar's employment agreement was amended to reduce his 2007 base salary to \$0. However, his holding requirement remains and is calculated on his minimum base salary per the agreement.

Any named executive officer who does not meet his requirement must retain 50% of the net common stock received from option exercises until the holding requirement is attained. Net common stock received means the common stock received after the payment of the option price and the taxes withheld related to the option exercise. All of the named executive officers are currently in compliance with our stock ownership guidelines.

### Personal Benefits

Our named executive officers are entitled to and eligible only for the same fringe benefits for which all of our employees are eligible. We do not have programs in place to provide personal perquisites for any employee. Our healthcare and other insurance programs, including the program's participation costs, are the same for all eligible employees. Our annual discretionary contribution to the NVR Employee Stock Ownership Plan, expressed as a percentage of eligible wages, and our NVR 401(k) matching contribution, is also the same for all eligible employees, subject to all applicable IRS contribution limits and formulas for plans of these types. Further, we do not offer defined benefit pension or supplemental executive retirement plans to any of our employees.

### Deferred Compensation Arrangements

We have two deferred compensation plans, which we refer to as plans 1 and 2, respectively, for purposes of this discussion. We provide deferred compensation plans for three reasons: i) to encourage ownership of our common stock in furtherance of our compensation philosophy, ii) to establish a vehicle whereby named executive officers may

defer the receipt of salary and bonus that otherwise would be nondeductible for company tax purposes into a period where we would realize a tax deduction for the amounts paid (see below *Tax Deductibility* discussion), and iii) to enable our named executive officers, and other members of management, to acquire shares of our common stock on a pre-tax basis in order to more quickly meet, and maintain compliance with, the stock holding requirements described above. In addition, the structure of our deferred compensation plans effectively increases the stock holding requirements for certain of our named executive officers, and places the earned compensation at-risk during the executive officer's deferral period. Plan 1, which we adopted December 15, 1999, was closed for new contributions effective December 31, 2004. The named executive officers, solely at their election, may defer 100% of any earned salary or bonus into plan 2, which we adopted December 15, 2005. Stock option gains are prohibited by law from being deferred.

The market value of a named executive officer's deferred compensation accounts is not considered when setting their other current compensation. The compensation earned and deferred was already reviewed and analyzed based on the above-described compensation philosophy and policies at the time the compensation was awarded. Had the executive officer instead elected to receive a payout of the compensation earned, and then invested those amounts externally, we would have no knowledge of and would not have considered external investment experience when considering the amount by which we should compensate the executive officer. Thus, we do not believe it is either proper or necessary to consider the value of the executive officer's deferred compensation account just because it is held in a plan we sponsor and is invested in our stock. In addition, had the amounts deferred been instead paid to the applicable named executive officer when earned (and not deferred until separation of service), we would have lost a substantial tax benefit that we will now receive as a result of the deferral. See the *Nonqualified Deferred Compensation Table* and accompanying narrative below for additional information on our deferred compensation plans.

### **Change of Control and Severance Payments**

Each of our named executive officers, other than Mr. Henley, is party to an employment agreement with us pursuant to which the officer is entitled to severance payments upon certain termination events, including termination following a change in control. Generally, we do not believe that we should pay our named executive officers, or any other employee, any incremental compensation upon termination when the termination is either by choice or due to conduct that is potentially detrimental to NVR. Thus, we do not provide any of our named executive officers any incremental severance benefits, other than any amounts already earned and accrued at the date of termination, if the termination is voluntary (unless due to a change in control of NVR), including voluntary termination upon the election or appointment of a new Chairman and/or CEO.

We do not provide tax gross ups to our named executive officers in connection with any change in control or severance payment.

#### *Change in Control Provisions*

Change of control provisions applicable to our named executive officers are either *single trigger*, meaning that the change of control event alone triggers either a payment or an acceleration of certain rights, or *double trigger*, meaning that the change of control coupled with the officer's termination from service within a certain period of the time after the change in control triggers a payment or accelerated right.

The change of control provision in each applicable named executive officer's employment agreement (i.e., each named executive officer other than Mr. Henley) for the payment of severance is a double trigger. A double trigger for severance payments was selected because, unless the named executive officer's employment is terminated after the change in control, his cash compensation in the form of salary and annual bonus would continue from the acquiring entity, which is what the severance payment is based upon and intended to replace. See the *Narrative Disclosures of Termination and Change in Control Payments* discussion below for additional information on these severance payments.

The change of control provisions in the stock option agreements and the deferred compensation plans are single trigger, reflecting our intent that the named executive officers have the ability to use those shares to vote upon any proposed transaction, and to ensure that the named executive officers receive deferred compensation to which they are entitled. The change of control acceleration provisions are triggered for the 2005 Stock Option Plan regardless of whether the EPS Target (as defined under *Fixed Priced Stock Options* above) has been satisfied.

### *Severance Payments*

Each of the employment agreements provides for a two-month severance benefit upon the applicable named executive officer's termination due to death or disability. This amount reflects what we believe to be a modest transition for the executive or his family for termination events that are sudden and beyond their control. We provide severance benefits of 200% of base salary for terminations without cause or that are voluntary within one year after a change in control. This amount reflects our belief that it is difficult for executive officers to find comparable employment opportunities in a short period of time, particularly after experiencing a termination that was beyond their control. We provide a severance benefit of 100% of base salary upon retirement. We consider the 100% severance payment a nominal reward for length of service given that we do not provide our executives defined benefit or supplemental executive retirement plans.

### **Accounting Impact and Tax Deductibility of Compensation**

#### ***Accounting Impact***

We accrue our named executive officers' salaries and bonus awards as an expense when earned by the officer. For our fixed-price stock options, Statement of Financial Accounting Standards 123R, *Share-Based Payment* (SFAS 123R), requires us to recognize compensation expense within our income statement for share-based payment arrangements, which includes employee stock option plans. For plans with a performance condition as a requirement of vesting, compensation cost is recognized if it is probable that the performance criteria will be met. As noted above, during 2007, we determined that it is improbable that we will achieve the performance target on certain outstanding stock option grants, and thus, it is expected that these contingently issuable options will terminate unvested on December 31, 2008. As a result of that determination and pursuant to accounting requirements, during 2007 we reversed all of the compensation expense recognized in prior years related to these option grants. See the *Option Awards* column of the *Summary Compensation Table* below.

Stock-based compensation expense when recognized is based on the grant-date fair value of the options granted, and is recognized ratably over the requisite service period. We adopted SFAS 123R under the modified prospective method. Under the modified prospective method, SFAS 123R applies to new awards and to awards modified, repurchased, or cancelled after January 1, 2006, as well as to the unvested portion of awards outstanding as of January 1, 2006. Our stock options are accounted for as equity awards.

#### ***Tax Deductibility***

Section 162(m) of the Internal Revenue Code limits the corporate deduction for compensation paid to the named executive officers (other than our CFO) to \$1 million unless such compensation qualifies as performance-based compensation. Among other things, Section 162(m) requires approval of the performance-based compensation by our shareholders. We have concluded that the adverse tax impact of paying salaries and bonuses to our Chairman and CEO in excess of that limit were not significant enough to limit the salary and annual bonus amounts awarded. All of the compensation potentially earned by our named executive officers under our stock option plans qualifies as performance based under 162(m), except for grants issued under the 2000 Plan, which was not shareholder approved.

**THE FOLLOWING REPORT OF THE COMPENSATION COMMITTEE SHALL NOT BE  
DEEMED TO BE SOLICITING MATERIAL OR TO BE FILED WITH THE  
SECURITIES AND EXCHANGE COMMISSION UNDER THE SECURITIES ACT OF 1933  
OR THE SECURITIES EXCHANGE ACT OF 1934 OR INCORPORATED BY REFERENCE  
IN ANY DOCUMENT SO FILED.**

**Report of the Compensation Committee**

The Compensation Committee hereby reports as follows:

1. The Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis with NVR's management; and
2. Based on the review and discussion referred to in paragraph 1, the Compensation Committee recommended to the Board, and the Board has approved, that the Compensation Discussion and Analysis be included in our 2008 proxy statement to be incorporated by reference in our Annual Report on Form 10-K for the fiscal year ended December 31, 2007, for filing with the Securities and Exchange Commission.

The undersigned, constituting all of the members of the Compensation Committee during 2007, have submitted this report to the Board of Directors.

John M. Toups (Chairman), Timothy M. Donahue, Manuel H. Johnson, David A. Preiser and Paul W. Whetsell

\* \* \* \* \*

**2007 SUMMARY COMPENSATION TABLE**

Name and Principal Position	Year	Salary (\$)	Option Awards (\$ (1))	Non-Equity Incentive Plan		Total (\$)
				Compensation (\$)	All Other Compensation (\$ (2))	
Dwight C. Schar Chairman of the Board	2007	\$ 0	\$4,139,226		\$ 0	\$4,139,226
	2006	\$1,500,000	\$6,751,746		\$ 9,300	\$8,261,046
Paul C. Saville Principal Executive Officer	2007	\$ 800,000	\$ 735,797		\$ 7,250	\$1,543,047
	2006	\$ 800,000	\$3,348,317		\$ 9,300	\$4,157,617
William J. Inman President, NVR Mortgage Finance, Inc.	2007	\$ 410,000	\$ 158,182	\$ 97,278	\$ 6,750	\$ 672,210
	2006	\$ 410,000	\$1,203,190	\$161,846	\$ 8,800	\$1,783,836
Dennis M. Seremet Principal Financial Officer	2007	\$ 430,000	\$ 49,796		\$ 7,250	\$ 487,046
	2006	\$ 430,000	\$1,311,576		\$ 9,300	\$1,750,876
Robert W. Henley VP and Controller	2007	\$ 187,000	\$ (65,340)		\$ 5,610	\$ 127,270
	2006	\$ 187,000	\$ 255,932		\$ 8,800	\$ 451,732

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- (1) The amounts disclosed represent the stock option compensation expense that we recognized in our financial statements for each of the named executive officers during 2007 and 2006 in accordance with SFAS123(R), disregarding any estimate of forfeitures relating to service-based vesting conditions. The total charge includes stock option grants issued to each of the named executive officers on May 3, 2001 and May 26, 2005, and stock option grants issued on July 1, 2005 to Mr. Seremet and Mr. Henley.

For the May 3, 2001 stock option grants, the fair value valuation assumptions are as follows: i) the estimated option life is 10 years, ii) the risk free interest rate was 5.5% (based on a U.S. Treasury Strip due in a number of years equal to the stock option term), iii) the expected volatility equals 42.4%, and iv) the estimated dividend yield is 0%.

For the May 26, 2005 stock option grants, the fair value valuation assumptions are as follows: i) the tranche-weighted estimated option life is 8.8 years, ii) the risk free interest rate was 4.0% (based on a U.S. Treasury Strip due in a number of years equal to the stock option term), iii) the expected volatility equals 34%, and iv) the estimated dividend yield is 0%.

For the July 1, 2005 stock option grants, the fair value valuation assumptions are as follows: i) the tranche-weighted estimated option life is 8.8 years, ii) the risk free interest rate was 4.1% (based on a U.S. Treasury Strip due in a number of years equal to the estimated option life), iii) the expected volatility equals 34%, and iv) the estimated dividend yield is 0%.

The May 26 and July 1, 2005 option grants were issued under a performance-based plan based on growth in diluted earnings per share (the EPS Target). The EPS Target is set at a level that reflects a growth rate in diluted earnings per share of 10% per year for four years, based on our 2004 diluted earnings per share of \$66.42. The aggregate EPS Target is \$339.00 per share, measured based on the sum of the actual diluted earnings per share results for the four annual periods ending December 31, 2005 through 2008. See the *Fixed Price Stock Options* section of the *Compensation Discussion and Analysis* above. Due to the continued earnings decline resulting from the deterioration in homebuilding market conditions and our expectation that market conditions will not improve in the near term, we determined that it is improbable that we will achieve the EPS Target, and thus, it is expected that these contingently issuable options will terminate unvested on December 31, 2008. As a result of that determination and pursuant to accounting requirements, during 2007, we reversed all of the compensation expense recognized in prior years related to these grants. The amounts in the above table for 2007 include the following:

<b>Name</b>	<b>Expense Related to May 3, 2001 Grant</b>	<b>Expense Reversal Related to May 26 and July 1, 2005 Grants</b>	<b>Total</b>
Dwight C. Schar	\$5,445,486	\$(1,306,260)	\$4,139,226
Paul C. Saville	\$2,042,057	\$(1,306,260)	\$ 735,797
William J. Inman	\$ 680,686	\$ (522,504)	\$ 158,182
Dennis M. Seremet	\$ 680,686	\$ (630,890)	\$ 49,796
Robert W. Henley	\$ 95,296	\$ (160,636)	\$ (65,340)

- (2) For each executive, the all other compensation amounts for 2007 include amounts contributed by us on their behalf to our Employee Stock Ownership Plan ( ESOP ), which is a defined contribution plan, for the 2007 plan year, in the following amounts: For Mssrs. Schar, Saville, Inman,

Seremet and  
Henley, the  
amounts  
contributed  
equaled \$0,  
\$6,750, \$6,750,  
\$6,750 and  
\$5,610,  
respectively.  
For Mssrs.  
Saville and  
Seremet, the  
amounts  
reported for  
2007 also  
includes a \$500  
matching  
contribution  
made by us  
pursuant to our  
401(K) plan.

**2007 Grants of Plan-Based Awards**

<b>Name</b>	<b>Grant Date</b>	<b>Estimated Future Payouts Under Non-Equity Incentive Plan Awards (\$)(1)</b>	
		<b>Target</b>	<b>Maximum</b>
Dwight C. Schar (2)	02/15/07	\$ 0	\$ 0
Paul C. Saville (2)	02/15/07	\$ 800,000	\$ 800,000
William J. Inman (2)	02/15/07	\$ 410,000	\$ 410,000
Dennis M. Seremet (2)	02/15/07	\$ 430,000	\$ 430,000
Robert W. Henley (2)	02/15/07	\$ 187,000	\$ 187,000

(1) Amounts in this table pertain to our 2007 annual bonus plan. See the *Annual Cash Bonus* section in our *Compensation Discussion and Analysis* above and the *Narrative to Summary Compensation Table and Grants of Plan-based Awards* below.

(2) At Mr. Schar's request, he did not participate in the annual bonus plan in 2007. Messrs. Saville, Seremet and Henley earned no annual bonus in 2007. Mr. Inman earned \$97,278 for his 2007 annual bonus, as set forth in the

*Non-Equity  
Incentive Plan  
Compensation*  
column of the  
*Summary  
Compensation  
Table* above.  
See the  
*Narrative to  
Summary  
Compensation  
Table and  
Grants of  
Plan-based  
Awards Table*  
below.

### **Narrative Disclosure to Summary Compensation and Grants of Plan-Based Awards Tables**

#### ***Employment Agreements***

We have entered into employment agreements with each of our named executive officers, except Mr. Henley. The agreements were entered into on July 1, 2005, and continue through January 1, 2011. As discussed above in our Compensation Discussion and Analysis, Mr. Schar's agreement was amended on December 21, 2006 to reduce his 2007 salary and bonus opportunity to \$0. On November 6, 2007, Mr. Schar executed a second amendment to his employment agreement to reduce his 2008 salary and bonus opportunity to \$0. Any of the agreements can be extended if both the executive and NVR mutually agree to extend the term. The full agreements were filed as exhibits 10.1, 10.2, 10.3, and 10.4 to a Form 8-K filed with the SEC on June 28, 2005. Mr. Schar's December 21, 2006 amendment was filed as exhibit 10.1 to a Form 8-K filed with the SEC on December 22, 2006, and his November 6, 2007 amendment was filed as exhibit 10.1 to a Form 8-K filed with the SEC on November 7, 2007. The three Forms 8-K can be found on the SEC's website at [www.sec.gov](http://www.sec.gov).

Other than the applicable named executive officers' titles, minimum base salary amounts and NVR stock holding requirements, the material terms in each agreement are essentially the same and cover:

Minimum base salaries:

Mr. Schar	\$ 1,500,000(a)
Mr. Saville	\$ 650,000
Mr. Inman	\$ 390,000
Mr. Seremet	\$ 400,000

- (a) Effective January 1, 2006, Mr. Schar requested, and the Compensation Committee granted, a \$500,000 reduction to his annual base salary to reflect his changed duties after the successful transition of his CEO responsibilities to Mr. Saville. As discussed above, on December 21, 2006, we amended Mr. Schar's employment agreement at his request to permanently reduce his base salary to \$1,500,000 and to reduce his 2007 salary and bonus opportunity to \$0. A second amendment was executed on November 6, 2007 to reduce his 2008 salary and bonus opportunity to \$0. For all other computational purposes in his employment agreement, i.e., his stock holding requirement and severance benefits, the \$1,500,000 minimum base salary specified in the amendment is used;

Annual bonus eligibility up to 100% of base salary based on criteria determined by our Compensation Committee (see *Compensation Discussion and Analysis - Annual Cash Bonus* above);

Eligibility to participate in our benefit plans at identical participation costs offered to all of our employees eligible to participate in those plans;

Eligibility to have reasonable business expenses reimbursed, subject to reimbursement policies to which all of our employees are subject equally;

The requirement of a continuous NVR stock holding requirement, as set forth under the *Stock Ownership Guidelines* section of the *Compensation Discussion and Analysis* above;

Severance payments due under various termination scenarios (see *Potential Payments Upon Termination or Change of Control* below for additional information);

Covenants for the applicable named executive officers not to compete with us (see *Potential Payments Upon Termination or Change of Control* below for additional information); and

Extension of our indemnification to the executives during the performance of their duties to the fullest extent permitted by the laws of the Commonwealth of Virginia.

#### ***2007 and 2006 Compensation***

For Messrs. Schar, Saville, Seremet and Henley, all of the cash compensation earned was in the form of base salary during 2007 and 2006. As noted above, none of the executive officers received a salary increase in 2007 from their 2006 base salary, and Mr. Schar voluntarily elected to forgo his salary in 2007. Further, we did not grant any stock options to the named executive officers during 2007 or 2006 (see *Compensation Discussion and Analysis - Fixed Price Stock Options* above).

For a discussion of the general terms and objectives behind our 2007 annual cash bonus plan, see *Compensation Discussion and Analysis Annual Cash Bonus* above. With respect to the specific performance targets established under the 2007 annual bonus plan, the consolidated pre-tax profit target was \$912,632,000. For Mssrs. Saville and Seremet, the 105% maximum at which 100% of that portion of their annual bonus was to be fully earned was \$958,264,000, and the 80% threshold at which Mr. Henley's annual bonus was to be ratably earned was \$730,106,000. Our actual 2007 consolidated pre-tax profit was \$578,965,000. The 2007 new orders target (net of cancellations) for Mssrs. Saville, Seremet and Henley was 15,375 units, with the 85% threshold was 13,069 units. Our actual 2007 new orders were 12,270 units. As a result and as described in the *Compensation Discussion and Analysis*, Mssrs. Saville, Seremet and Henley earned no annual bonus in 2007.

With respect to Mr. Inman's 2007 annual bonus, the 2007 mortgage banking operation's pre-tax profit target was \$60,044,000, with the 105% maximum at which 100% of that portion of the annual bonus was fully earned being \$63,047,000. The actual 2007 mortgage banking operation's pre-tax profit was \$61,339,000, resulting in 43.1% being earned for the 55% portion of Mr. Inman's mortgage banking operation pre-tax profit award. The 2007 target mortgage banking operation's return on invested capital was 183.6%, with the 105% maximum at which 100% of that portion of the annual bonus was fully earned being 192.8%. The actual 2007 mortgage banking operation's return on invested capital was 179.9%, resulting in 0% being earned for the 25% portion of Mr. Inman's mortgage banking operation return on invested capital award. Mr. Inman also earned 0% of the 20% portion of his annual bonus award measured on new orders (net of cancellations). In the aggregate, Mr. Inman earned 23.7% of his base annual salary, or \$97,278, calculated as follows:  $\$410,000 \times [(55\% \times 43.1\%) + (25\% \times 0\%) + (20\% \times 0\%)]$ .

#### OUTSTANDING EQUITY AWARDS AT DECEMBER 31, 2007

Name	Number of Securities Underlying Unexercised Options (#) Exerciseable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Unearned Options (#)	Option Exercise Price (\$)	Option Expiration Date
Dwight C. Schar:					
2000 Option Plan (a)	100,000	200,000		\$189.00	05/02/11
2005 Option Plan (b)			25,000	\$737.00	05/25/15
Paul C. Saville:					
1998 Option Plan (c)	72,500			\$47.625	05/25/09
2000 Option Plan (a)	75,000	75,000		\$189.00	05/02/11
2005 Option Plan (b)			25,000	\$737.00	05/25/15
William J. Inman:					
2000 Option Plan (a)	12,500	25,000		\$189.00	05/02/11
2005 Option Plan (b)			10,000	\$737.00	05/25/15
Dennis M. Seremet:					
1998 Option Plan (c)	7,000			\$47.625	05/25/09
2000 Option Plan (a)	25,000	25,000		\$189.00	05/02/11
2005 Option Plan (b)			10,000	\$737.00	05/25/15
2005 Option Plan (d)			1,835	\$810.00	06/30/15
Robert W. Henley:					
2000 Option Plan (a)	1,750	3,500		\$189.00	05/02/11
2005 Option Plan (b)			1,000	\$737.00	05/25/15

2005 Option Plan (d)	1,835	\$810.00	06/30/15
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- (a) These options were granted on May 3, 2001. The exercise price of the options was equal to the market value of the underlying stock on the date of grant. Twenty-five percent of the options vest on each of December 31, 2006, 2007, 2008 and 2009, with vesting based solely upon continued employment.



- (b) These options were granted on May 26, 2005. The exercise price of the options was equal to the market value of the underlying stock on the date of the respective grants. The options vest in twenty-five percent increments in each of 2010, 2011, 2012 and 2013 if the EPS Target (as defined in footnote 1 to the 2007 *Summary Compensation Table* above) is achieved at the end of 2008 and contingent on continued employment. None of the options granted under the 2005 Stock Option Plan will become exercisable, other than in the case of a change in control (see the *Narrative Disclosure of Termination and Change in Control Payments* below), unless we satisfy the EPS Target. In 2007, we determined that it is improbable that we will achieve the EPS Target, and thus, it is expected that these contingently issuable options will terminate unvested on December 31, 2008.
- (c) These options were granted on May 26, 1999 and are fully-vested. The exercise price of the options was equal to the market value of the underlying stock on the date of grant.
- (d) These options were granted on July 1, 2005, the date that Mr. Seremet was promoted to chief financial officer and Mr. Henley assumed the position of controller. The exercise price of the options was equal to the market value of the underlying stock on the date of grant. The options vest in 25% increments in each of 2010, 2011, 2012 and 2013 if the EPS Target (see explanation in (b) above) is achieved at the end of 2008 and contingent on continued employment. None of the options granted under the 2005 Stock Option Plan will become exercisable, other than in the case of a change in control (see the *Narrative Disclosure of Termination and Change in Control Payments* below) unless we satisfy the EPS Target. In 2007, we determined that it is improbable that we will achieve the EPS Target, and thus, it is expected that these contingently issuable options will terminate unvested on December 31, 2008.

\* \* \* \* \*

#### 2007 OPTION EXERCISES AND STOCK VESTED

Name	Option Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$)(1)
Dwight C. Schar	100,000	\$49,850,000
Paul C. Saville	5,000	\$ 3,886,875
William J. Inman	12,500	\$ 8,162,500
Dennis M. Seremet	10,000	\$ 7,134,950
Robert W. Henley	4,250	\$ 2,699,350

- (1) The value realized is calculated based on the difference between the market price of NVR common stock on the date of exercise

and the  
respective  
exercise price,  
multiplied by  
the number of  
shares  
exercised.

**2007 NON-QUALIFIED DEFERRED COMPENSATION TABLE**

<b>Name</b>	<b>Executive Contributions in Last FY (\$)</b>	<b>Registrant Contributions in Last FY (\$)</b>	<b>Aggregate Earnings (Loss) in Last FY (\$ (a))</b>	<b>Aggregate Withdrawals/ Distributions (\$)</b>	<b>Aggregate Balance at Last FYE (\$)</b>
Dwight C. Schar:					
Plan 1 (b)			\$ (29,361,013)		\$ 127,150,172
Plan 2 (c)			\$ (606,589)		\$ 2,626,976
Paul C. Saville:					
Plan 1 (d)			\$ (12,811,843)		\$ 55,482,692
Plan 2 (e)			\$ (93,986)		\$ 407,016
William J. Inman:					
Plan 1 (f)			\$ (10,452,464)		\$ 45,265,216
Dennis M. Seremet:					
Plan 1 (g)			\$ (4,903,767)		\$ 21,236,148
Robert W. Henley					

- (a) Represents unrealized earnings/(losses) of the market value of the NVR common stock held in the respective officer's deferred compensation account. We have never paid dividends.
- (b) Mr. Schar deferred a total of \$30,171,848 of earned compensation, all of which was previously reported by us in prior years' Summary Compensation Tables within our proxy statements.
- (c) The amounts were voluntarily deferred by Mr. Schar in 2006 and include his \$2,000,000 annual bonus for 2005 that was due to be paid to him in cash on March 15, 2006, and \$1,476,520 of his 2006 salary, which was deferred equally in monthly installments as his annual salary was due and payable. We reported the 2005 annual bonus in our 2006 proxy statement, and the amount deferred from his 2006 salary is included in the Summary Compensation Table above.
- (d) Mr. Saville deferred a total of \$15,995,411 of earned compensation, all of which was previously reported by us in prior years' Summary Compensation Tables within our proxy statements.
- (e) The amount was voluntarily deferred by Mr. Saville in 2006 and includes his \$600,000 annual bonus for 2005 that was due to be paid to him in cash on March 15, 2006. We reported the 2005 annual bonus in our 2006 proxy statement.
- (f) Mr. Inman deferred a total of \$12,274,639 of earned compensation, all of which was previously reported by us in prior years' Summary Compensation Tables within our proxy statements.
- (g) Mr. Seremet deferred a total of \$7,334,970 of earned compensation, all of which was previously reported by us in prior years' Summary Compensation Tables within our proxy statements.

**Narrative to the 2007 Non-Qualified Deferred Compensation Table**

We have two deferred compensation plans, which we refer to as plans 1 and 2, respectively, for purposes of this discussion. Plan 1, which we adopted on December 15, 1999, is closed for new contributions effective December 31, 2004. Each of the named executive officers, solely at their election, may defer 100% of any earned salary or bonus

into plan 2, which we adopted December 15, 2005. Stock option gains are prohibited by law from being deferred.

Amounts deferred are invested in a fixed number of shares of our common stock, which is purchased on the open market at fair market value. This is the only investment choice for the named executive officers. All amounts placed in the deferred compensation plan are amounts already due to the named executive officer; we do not make employer contributions to their accounts. Further, earnings on deferred amounts solely represent appreciation/(depreciation) of the market value of the NVR shares of common stock held. We do not provide for a minimum return or guarantee a minimum payout amount. These are "at risk" investments. The shares of our common stock held in each named executive officer's account are distributed to the named executive officer upon expiration of the deferral period. The deferral period expires for Plan 1 at the named executive officer's termination of employment, and expires for Plan 2 six months after the named executive officer's termination of employment.

## **NARRATIVE DISCLOSURES OF TERMINATION AND CHANGE OF CONTROL PAYMENTS**

Our named executive officers are eligible to receive certain termination and/or change in control payments and acceleration rights under certain of the compensation arrangements that they hold with us. These payments and acceleration rights are contained within the executive officers' employment agreements, employee stock option agreements and deferred compensation plan agreements.

### **Employment Agreements**

As noted in the *Narrative Disclosure to the Summary Compensation Table*, we employ Messrs. Schar, Saville, Inman and Seremet pursuant to employment agreements (Mr. Henley does not have an employment agreement with us). The agreements cover the additional payments that would be due to these individuals in the following termination scenarios: 1) death, 2) disability, 3) retirement, 4) cause, 5) without cause, 6) voluntary, 7) voluntary within one year after a change in control, and 8) voluntary upon the election or appointment of a new Chairman and/or CEO accompanied by a change in business philosophy. The terms are identical in each of the agreements.

As noted above, Mr. Schar amended his employment agreement on December 21, 2006 to forgo his 2007 salary and 2007 bonus opportunity. The amendment specified that for purposes of calculating any severance benefits under the employment agreement that Mr. Schar would be deemed to have a \$1,500,000 annual salary.

Severance payments under the various terminations scenarios are summarized below.

### **Termination Events**

*Death or Disability.* The applicable named executive officer is entitled to receive in a lump sum two months of his then annual base salary and accrued pro-rated annual bonus, assuming that the maximum of 100% of base salary is earned for the period ending on the last calendar day of the second calendar month following the month in which the death or disability occurred. Assuming a December 31, 2007 termination event for death or disability, payments would be as follows:

<b>Name</b>	<b>Salary Due</b>	<b>Bonus Due</b>	<b>Total Due</b>
Dwight C. Schar	\$250,000	\$250,000	\$500,000
Paul C. Saville	\$133,333	\$133,333	\$266,666
William J. Inman	\$ 68,333	\$ 68,333	\$136,666
Dennis M. Seremet	\$ 71,667	\$ 71,667	\$143,334

*Retirement.* Upon retirement, the applicable named executive officer is entitled to receive, in 12 monthly installments, an amount equal to 100% of his then annual base salary and any accrued pro-rated annual bonus, assuming that the maximum of 100% of base salary is earned and the annual bonus being paid at the same time that all of our other employees are paid their annual bonus. Assuming a December 31, 2007 termination event in connection with retirement, payments would be as follows:

<b>Name</b>	<b>Salary Due</b>	<b>Bonus Due</b>	<b>Total Due</b>
Dwight C. Schar	\$1,500,000	\$1,500,000	\$3,000,000
Paul C. Saville	\$ 800,000	\$ 800,000	\$1,600,000
William J. Inman	\$ 410,000	\$ 410,000	\$ 820,000
Dennis M. Seremet	\$ 430,000	\$ 430,000	\$ 860,000

*Cause.* The applicable named executive officers are not entitled to receive any payments after the date of termination for cause. Termination for cause is a termination due to:

the officer being convicted of any felony, other crime involving moral turpitude, or any crime or offense which results in his incarceration for more than three months;

gross misconduct in connection with the performance of his duties as described within the employment agreement; or

the officer materially breaching affirmative or negative covenants or undertakings described in the employment agreement, such as the agreement's non-compete provisions.

*Without cause.* The applicable named executive officer is entitled to receive, in 12 monthly installments, an amount equal to 200% of his then annual base salary. In addition, we would provide the executive with up to \$60,000 of outplacement services. Assuming a December 31, 2007 termination event without cause, payments would be as follows:

<b>Name</b>	<b>Salary Due</b>	<b>Outplacement Due</b>	<b>Total Due</b>
Dwight C. Schar	\$3,000,000	\$ 60,000	\$3,060,000
Paul C. Saville	\$1,600,000	\$ 60,000	\$1,660,000
William J. Inman	\$ 820,000	\$ 60,000	\$ 880,000
Dennis M. Seremet	\$ 860,000	\$ 60,000	\$ 920,000

*Voluntary.* The applicable named executive officer is not entitled to receive any payments after the date of termination.

*Voluntary within one year after a change in control.* The applicable named executive officer is entitled to receive, in 12 monthly installments, an amount equal to 200% of his then annual base salary, and accrued pro-rated annual bonus under the assumption that 100% of the target bonus would have been paid for that year. A change of control means i) any person or group acquires 20% or more of our stock, ii) substantially all of our assets are sold to another party, iii) we are liquidated or dissolved, or adopt a plan to do so, or iv) we are merged into another entity or we are taken private, and the executive officer experiences a significant reduction in responsibilities. Assuming a December 31, 2007 termination event in connection with a change in control, payments would be as follows:

<b>Name</b>	<b>Salary Due</b>	<b>Bonus Due</b>	<b>Total Due</b>
Dwight C. Schar	\$3,000,000	\$1,500,000	\$4,500,000
Paul C. Saville	\$1,600,000	\$ 800,000	\$2,400,000
William J. Inman	\$ 820,000	\$ 410,000	\$1,230,000
Dennis M. Seremet	\$ 860,000	\$ 430,000	\$1,290,000

*Voluntary termination upon the election or appointment, as applicable, of a new Chairman and/or Chief Executive Officer.* The applicable named executive officer is not entitled to receive any payments after the date of termination.

### ***Conditions to Receipt of Payment***

The covenants within the employment agreements include non-compete provisions, including the prohibition from:  
engaging, on the individual's or another entity's behalf in the homebuilding or mortgage businesses as an employee, greater than 1% owner, manager or otherwise;

inducing or attempting to induce any customers or potential customers from conducting business with us;

hiring or attempting to hire our employees; or

utilizing the services of or trying to acquire land, goods or services from, any of our developers or subcontractors.

The periods that the non-compete provisions cover are as follows:

During their term of employment with us, the named executive officers are bound by the non-compete covenants at all times.

For two years after termination, the named executive officer is bound by the non-compete covenants if the termination was voluntary, due to retirement, for cause, or without cause.

The named executive officer is not bound by the non-compete covenants after their termination date if the termination was voluntary within one year after a change in control, or voluntary upon the election or appointment, as applicable, of a new Chairman and/or Chief Executive Officer.

### ***Stock Option Agreements***

Each option agreement provides for the acceleration of vesting of all unvested options if we experience a change in control (as defined below). This includes any outstanding and unearned options under the 2005 Stock Option Plan prior to achievement of the EPS Target. See *Compensation Discussion and Analysis - Fixed Price Stock Options* above. The accelerated vesting is based on a single trigger, meaning that the named executive officer does not need to terminate employment to receive the acceleration right. The change of control provisions within the named executive officers' agreements are identical to the change of control provisions within the agreements for all other participants of the respective stock option plans. Generally, the change of control provision is triggered upon:

our merger, consolidation, reorganization or other business combination with one or more other entities in which we are not the surviving entity;

our selling substantially all of our assets to another entity; or

our experiencing any transaction resulting in any person or entity owning 20% or more of the total number of our voting shares, or any person commencing a tender or exchange offer to acquire beneficial ownership of 20% or more of the total number of our voting shares.

Assuming we experienced a change in control on December 31, 2007, the market value realized on the accelerated stock options for each of the named executive officers would be as follows:

Name	Number of  Options Accelerated (#)	Option  Exercise Price (\$)	Market Price of NVR		Market Value  Realized on Acceleration (\$)
			Common  Stock at 12/31/07 (\$)	Per Share Intrinsic Value at 12/31/07 (\$)	
Dwight C. Schar:					
2000 Option Plan	200,000	\$ 189.00	\$ 524.00	\$ 335.00	\$ 67,000,000
2005 Option Plan	25,000	\$ 737.00	\$ 524.00	\$ (213.00)	
<b>Total</b>					\$ 67,000,000
Paul C. Saville:					
2000 Option Plan	75,000	\$ 189.00	\$ 524.00	\$ 335.00	\$ 25,125,000
2005 Option Plan	25,000	\$ 737.00	\$ 524.00	\$ (213.00)	
<b>Total</b>					\$ 25,125,000
William J. Inman:					
2000 Option Plan	25,000	\$ 189.00	\$ 524.00	\$ 335.00	\$ 8,375,000
2005 Option Plan	10,000	\$ 737.00	\$ 524.00	\$ (213.00)	
<b>Total</b>					\$ 8,375,000
Dennis M. Seremet:					
2000 Option Plan	25,000	\$ 189.00	\$ 524.00	\$ 335.00	\$ 8,375,000
2005 Option Plan	10,000	\$ 737.00	\$ 524.00	\$ (213.00)	
2005 Option Plan	1,835	\$ 810.00	\$ 524.00	\$ (286.00)	
<b>Total</b>					\$ 8,375,000
Robert W. Henley:					
2000 Option Plan	3,500	\$ 189.00	\$ 524.00	\$ 335.00	\$ 1,172,500
2005 Option Plan	1,000	\$ 737.00	\$ 524.00	\$ (213.00)	
2005 Option Plan	1,835	\$ 810.00	\$ 524.00	\$ (286.00)	
<b>Total</b>					\$ 1,172,500

#### Deferred Compensation Plans

Under the deferred compensation plans (see the *Non-Qualified Deferred Compensation Table* above for more information on these plans), each named executive officer receives a lump sum distribution immediately if we experience a change in control, rather than receiving their account balance at separation of service. The change of control provisions within the deferred compensation plans are equally applicable to all participants within the plans.

*Plan 1.* Generally, the change of control provision is the same as the change in control provision set forth in our stock option agreements, as summarized above.

*Plan 2.* Generally, the change of control provision is triggered if (i) we experience any transaction resulting in any person or entity owning 50% or more of the total fair market value or total voting power of our shares, (ii) we experience any transaction resulting in any person or entity acquiring 35% or more of the total fair market value



or total voting power of our shares during a 12-month period, (iii) a majority of our board of directors is replaced during any 12-month period by new directors not endorsed by a majority of our board of directors who were on our board immediately preceding the new appointments or elections, or (iv) we sell to another entity our assets that have a total gross fair market value equal to or more than 40% of the total gross fair market value of our total assets.

Assuming a change in control under the deferred compensation plans at December 31, 2007, the market value of the accelerated account balances is presented in the *Non-Qualified Deferred Compensation Plans Table* above.

\* \* \* \* \*

### 2007 DIRECTOR COMPENSATION TABLE

Name	Fees Earned or		Total (\$)
	Paid in Cash (\$)(2)	Option Awards (\$ (3) (4)	
Dwight C. Schar (1)			
C. Scott Bartlett, Jr.	\$ 58,000	\$ 158,409	\$214,809
Robert C. Butler	\$ 59,600	\$ 429,671	\$487,671
Timothy M. Donahue	\$ 54,800	\$ (74,598)	\$ (19,798)
Manuel H. Johnson	\$ 74,400	\$ 158,409	\$231,209
William A. Moran	\$ 37,200	\$ 158,409	\$195,609
David A. Preiser	\$ 54,800	\$ 158,409	\$213,209
George E. Slye	\$ 53,200	\$ 158,409	\$210,009
John M. Toups	\$ 53,200	\$ 158,409	\$211,609
Paul W. Whetsell	\$ 45,667		\$ 45,667

- (1) Mr. Schar, who as our executive Chairman is also one of our named executive officers, receives no additional compensation for his service as a director. His compensation as a named executive officer is disclosed above in the *2007 Summary Compensation Table*.
- (2) Mr. Johnson, the Audit Committee Chairman, is paid an annual retainer equal to \$36,000 per annum for serving as a director. All other non-employee Board members are paid a \$26,000 annual retainer. Non-employee Board members are paid fees of \$1,600 for each Board and Committee meeting attended during 2007. Reasonable incidental travel and out-of-pocket business expenses are reimbursed as incurred in accordance with the policies to which all of our executive officers and employees are subject.
- (3) The amounts disclosed represent the stock option compensation expense that we recognized in our financial statements for each of the Board members during 2007 pursuant to SFAS 123(R), disregarding any estimate of forfeitures relating to service-based vesting conditions. The total charge includes stock option grants issued to Mssrs. Bartlett, Johnson, Moran, Preiser, Slye and Toups on May 3, 2001; a stock option grant issued to Mr. Butler on May 1, 2002; stock option grants issued to each of the directors, except Mr. Donahue and Mr. Whetsell, on July 28, 2005; a stock option grant issued to Mr. Donahue on January 1, 2006; and a stock option Grant issued to Mr. Whetsell on March 1, 2007.

For the May 3, 2001 grants, the fair value valuation assumptions are as follows: i) the estimated option life is 10 years, ii) the risk free interest rate was 5.5% (based on a U.S. Treasury Strip due in a number of years equal to the stock option term), iii) the expected volatility equals 42.4%, and iv) the estimated dividend yield is 0%.

For the May 1, 2002 grant, the fair value valuation assumptions are as follows: i) the estimated option life is 10 years, ii) the risk free interest rate was 5.5% (based on a U.S. Treasury Strip due in a number of years equal to the stock option term), iii) the expected volatility equals 40.7%, and iv) the estimated dividend yield is 0%.

For the July 28, 2005 grants, the fair value valuation assumptions are as follows: i) the estimated tranche-weighted option life is 8.7 years, ii) the risk free interest rate was 4.1% (based on a U.S. Treasury Strip due in a number of years equal to the stock option term), iii) the expected volatility equals 34%, and iv) the estimated dividend yield is 0%.

For the January 1, 2006 grant, the aggregate grant date fair value of the award, computed in accordance with SFAS 123(R), was \$472,136. The fair value valuation assumptions are as follows: i) the tranche-weighted estimated option life is 8.4 years, ii) the risk free interest rate was 4.5% (based on a U.S. Treasury Strip due in a number of years equal to the estimated option life), iii) the expected volatility equals 34%, and iv) the estimated dividend yield is 0%.

For the March 1, 2007 grant, the aggregate grant date fair value of the award, computed in accordance with SFAS 123(R), was \$550,000. The fair value valuation assumptions are as follows: i) the tranche-weighted estimated option life is 8.2 years, ii) the risk free interest rate was 4.6% (based on a U.S. Treasury Strip due in a number of years equal to the estimated option life), iii) the expected volatility equals 37%, and iv) the estimated dividend yield is 0%.

The July 28, 2005, the July 1, 2006 and the March 1, 2007 option grants were issued under the 2005 performance-based plan based on growth in diluted earnings per share (the EPS Target). See footnote 1 to the 2007 *Summary Compensation Table* for the named executive officers above. Due to the continued earnings decline resulting from the deterioration in homebuilding market conditions and our expectation that market conditions will not improve in the near term, we determined that it is improbable that we will achieve the EPS Target, and thus, it is expected that these contingently issuable options will terminate unvested on December 31, 2008. As a result of that determination and pursuant to accounting requirements, during 2007 we reversed all of the compensation expense recognized in prior years related to these grants. The amounts in the above table for 2007 include the following:

Name	Expense Related to May 3, 2001 and May 1, 2002 Grants	Expense Reversal Related to July 28, 2005, January 1, 2006 and March 1, 2007 Grants	Total
C. Scott Bartlett, Jr.	\$231,433	\$ (73,024)	\$ 158,409
Robert C. Butler	\$502,695	\$ (73,024)	\$429,671
Timothy M. Donahue	\$ 0	\$ (74,598)	\$ (74,598)
Manuel H. Johnson	\$231,433	\$ (73,024)	\$ 158,409
William A. Moran	\$231,433	\$ (73,024)	\$ 158,409
David A. Preiser	\$231,433	\$ (73,024)	\$ 158,409
George E. Slye	\$231,433	\$ (73,024)	\$ 158,409
John M. Toups	\$231,433	\$ (73,024)	\$ 158,409
Paul W. Whetsell	\$ 0	\$ 0	\$ 0

(4) The following table sets forth the outstanding stock option awards for our directors at December 31, 2007, excluding Mr. Schar's outstanding grant awards which are disclosed in the above *Outstanding Equity Awards at December 31, 2007 Table* for the named executive officers:



<b>Name</b>	<b>Number of Securities Underlying Unexercised Options (#) Exercisable</b>	<b>Number of Securities Underlying Unexercised Options (#) Unexercisable</b>	<b>Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Unearned Options (#)</b>	<b>Option Exercise Price (\$)</b>	<b>Option Expiration Date</b>
C. Scott Bartlett, Jr.:					
1998 Option Plan (a)	3,875			\$ 49.06	05/25/09
2000 Option Plan (b)	8,500	8,500		\$189.00	05/02/11
1998 Option Plan (c)			1,100	\$907.75	07/27/15
Robert C. Butler:					
1998 Option Plan (d)	6,500	8,500		\$369.75	04/30/12
1998 Option Plan (c)			1,100	\$907.75	07/27/15
Timothy M. Donahue:					
1998 Option Plan (e)			1,355	\$702.00	12/31/15
Manuel H. Johnson:					
1998 Option Plan (a)	12,500			\$ 49.06	05/25/09
2000 Option Plan (b)	8,500	8,500		\$189.00	05/02/11
1998 Option Plan (c)			1,100	\$907.75	07/27/15
William A. Moran:					
2000 Option Plan (b)	4,250	8,500		\$189.00	05/02/11
1998 Option Plan (c)			1,100	\$907.75	07/27/15
David A. Preiser:					
2000 Option Plan (b)	8,500	8,500		\$189.00	05/02/11
1998 Option Plan (c)			1,100	\$907.75	07/27/15
George E. Slye:					
2000 Option Plan (b)	4,250	8,500		\$189.00	05/02/11
1998 Option Plan (c)			1,100	\$907.75	07/27/15
John M. Toups:					
1998 Option Plan (a)	12,500			\$ 49.06	05/25/09
2000 Option Plan (b)	8,500	8,500		\$189.00	05/02/11
1998 Option Plan (c)			1,100	\$907.75	07/27/15
Paul W. Whetsell:					
1998 Option Plan (f)			1,574	\$676.85	2/28/17

(a) The options were granted on May 26, 1999. The exercise price of the options was equal to the market value of the underlying

stock on the date of grant. The applicable director received a grant of 12,500 options, which vested 25% on each of December 31, 2002, 2003, 2004 and 2005, with vesting based solely upon continued services being provided as a director.

- (b) The options were granted on May 3, 2001. The exercise price of the options was equal to the market value of the underlying stock on the date of grant. The applicable director received a grant of 17,000 options, which vest in 25% increments on each of December 31, 2006, 2007, 2008 and 2009, with vesting solely based upon continued services being provided as a director on the vesting dates.

- (c) The options were granted on

July 28, 2005.

The exercise price of the options was equal to the market value of the underlying stock on the date of the respective grants. The options vest in 25% increments in each of 2010, 2011, 2012 and 2013 if the EPS Target (as defined above in footnote 3 to the *2007 Director Compensation Table*) is achieved and contingent on continued services being provided as a director on the vesting dates. In 2007, we determined that it is improbable that we will achieve the EPS Target, and thus, it is expected that these contingently issuable options will terminate unvested on December 31, 2008.

- (d) The options were granted on May 1, 2002. The exercise price of the options was

equal to the market value of the underlying stock on the date of grant. The applicable director received a grant of 17,000 options, which vest in 25% increments on each of December 31, 2006, 2007, 2008 and 2009, with vesting based solely upon continued services being provided as a director on the vesting dates.



- (e) The options were granted on January 1, 2006. The exercise price of the options was equal to the market value of the underlying stock on the date of the respective grants. The options vest in 25% increments on each of December 31, 2010, 2011, 2012 and 2013 if the EPS Target (as defined above in footnote 3 to the *2007 Director Compensation Table*) is achieved and contingent on continued services being provided as a director on the vesting dates. In 2007, we determined that it is improbable that we will achieve the EPS Target, and thus, it is expected that these contingently issuable options will terminate unvested on December 31, 2008.

(f) The options were granted on March 1, 2007. The exercise price of the options was equal to the market value of the underlying stock on the date of the respective grants. The options vest in 25% increments on each of December 31, 2011, 2012, 2013 and 2014 if the EPS Target (as defined above in footnote 3 to the *2007 Director Compensation Table*) is achieved and contingent on continued services being provided as a director on the vesting dates. In 2007, we determined that it is improbable that we will achieve the EPS Target, and thus, it is expected that these contingently issuable options will terminate unvested on December 31, 2008.

**Stock Holding Requirements**

To link the interests of our Board of Directors with our shareholders, we adopted stock ownership guidelines in 2000. These guidelines require the members of our Board of Directors to acquire and continuously hold a specified

minimum level of our shares for so long as they serve as directors. Under our holding requirements, Board members must acquire and hold shares with a total fair market value equal to five times the annual board retainer fee, which is \$130,000 for all of the Board members, with the exception of Mr. Johnson whose holding requirement is \$180,000 due to his higher annual board retainer. Board members must satisfy the holding requirement within three years of first becoming subject to the holding requirements, and at a minimum, have satisfied one-third of the requirement after one year, and two-thirds of the requirement after two years. All members of our Board of Directors are in compliance with our stock ownership guidelines.

**Approval of Independent Auditors  
(Proposal 2)**

At the Annual Meeting, our Board of Directors will recommend shareholder ratification of the appointment of KPMG LLP as our independent auditor for the year 2008. If the appointment is not ratified, the Board will consider whether it should select another independent auditor. Representatives of KPMG LLP are expected to be present at the meeting to respond to shareholders' questions and will have an opportunity to make a statement if they so desire.

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS VOTING FOR  
THE APPROVAL OF KPMG LLP AS NVR'S INDEPENDENT AUDITORS FOR 2008.  
DISCLOSURE OF FEES PAID OR ACCRUED FOR KPMG LLP DURING THE YEARS ENDED  
DECEMBER 31:**

	2007	2006
Audit fees:		
Audit fees and quarterly reviews	\$ 387,915	\$ 350,190
Section 404 internal control audit	242,482	283,500
SEC comment letters and amended filings	6,375	33,155
Reimbursable expenses	2,357	5,524
Total audit fees	639,129	672,369
Audit-related fees:		
Employee benefit plan audit	37,653	30,000
Tax fees:		
State tax appeal assistance		6,101
All other fees:		
Total fees	\$ 676,782	\$ 708,470

The Audit Committee annually evaluates what types of audit and non-audit services (permitted by law) that, subject to certain limits, can be entered into with pre-approval authority granted by the Audit Committee and will grant that authority, if applicable, pursuant to an Audit Committee resolution. For the years 2007 and 2006, under separate authorizations applicable to each respective year, the Audit Committee delegated to our Chairman of the Audit Committee (the "Chairman"), CEO and CFO, together or separately, in our name and on our behalf, the authority, subject to individual cost limits, to engage KPMG LLP to perform 1) accounting guidance and technical assistance for the implementation of newly issued accounting pronouncements and standards, 2) accounting guidance and technical assistance related to the application of existing accounting pronouncements and standards to our transactions, and 3) SEC registration statement comfort letters and consents, together in an aggregate amount for all services not to exceed 50% of the annual audit fee, provided that the Chairman, the CEO and CFO reported any such audit-related or non-audit services to the full Audit Committee at its next regularly scheduled meeting. All fees incurred during 2007 were approved directly by our Audit Committee. During 2006, \$23,460 of the \$33,155 related to our SEC comment letters and amended filings was paid pursuant to the delegated authority granted by the Audit Committee.

### Shareholder Proposals

Shareholder proposals that are intended by a shareholder to be included in our proxy statement for our next annual meeting of shareholders pursuant to Rule 14a-8 of the Securities and Exchange Commission must be received in the office of NVR's Secretary no later than November 24, 2008. Shareholder proposals that are not submitted for inclusion in our proxy statement pursuant to Rule 14a-8, but that one or more shareholders intend to propose for consideration at our next annual meeting, must be submitted to the office of NVR's Secretary no earlier than November 24, 2008 and no later than December 24, 2008 and must otherwise comply with the conditions set forth in Section 2.04 of our bylaws (or, the case of director nominations, Section 3.03 of our bylaws). Any shareholder proposal that is not submitted within the applicable time frame will not be eligible for presentation or consideration at the next annual meeting.

### Other Matters

Management knows of no other business to be presented for action at the Annual Meeting, other than those items listed in the notice of the Annual Meeting referred to herein. If any other business should properly come before the Annual Meeting, or any adjournment thereof, it is intended that the proxies will be voted in accordance with the best judgment of the persons acting thereunder.

Our Annual Report on Form 10-K for 2007, including consolidated financial statements and other information, accompanies this Proxy Statement but does not form a part of the proxy soliciting material. A complete list of the shareholders of record entitled to vote at our Annual Meeting will be open and available for examination by any shareholder, for any purpose germane to the Annual Meeting, between 9:00 a.m. and 5:00 p.m. at our offices at 11700 Plaza America Drive, Suite 500, Reston, Virginia 20190, from April 22, 2008 through May 5, 2008 and at the time and place of the Annual Meeting.

**Copies of our most recent Annual Report on Form 10-K, including the financial statements and schedules thereto, which we are required to file with the SEC, and any of our corporate governance documents, will be provided in print without charge upon the written request of any shareholder. Such requests may be sent to Investor Relations, NVR, Inc., 11700 Plaza America Drive, Suite 500, Reston, Virginia, 20190. Our SEC filings are also available to the public from our website at <http://www.nvrinc.com>, and the SEC's website at <http://www.sec.gov>.**

By Order of the Board of  
Directors,

James M. Sack  
Secretary and General Counsel

Reston, Virginia  
March 21, 2008

**Appendix A**

**NVR, Inc.**  
**Nominating Committee Policies and Procedures for the Consideration of**  
**Board of Director Candidates**

The following amended and restated policies and procedures were adopted by the NVR, Inc. (the Company ) Nominating Committee (the Committee ) on November 1, 2005:

- I. Policy Regarding Director Candidates Recommended by Security Holders.
  - A. The Company will consider all director candidates recommended by shareholders owning at least 5% of the Company's outstanding shares at all times during the preceding year that meet the qualifications established by the Board of Directors (the Board ).
- II. Director Minimum Qualifications.
  - A. Each director nominee is evaluated in the context of the full Board's qualifications as a whole, with the objective of establishing a Board that can best perpetuate the success of the Company's business and represent shareholder interests through the exercise of sound judgment. Each director nominee will be evaluated considering the relevance to the Company of the director nominee's respective skills and experience, which must be complementary to the skills and experience of the other members of the Board;
  - B. A substantial majority of the Board shall be independent as defined by the applicable exchange on which the Company's shares are listed. The Audit, Compensation, Corporate Governance, Nominating and Qualified Legal Compliance Committees will be comprised solely of independent directors;
  - C. Director nominees must possess a general understanding of marketing, finance and other elements relevant to the success of a large publicly-traded company in today's business environment, and an understanding of the Company's business on an operational level;
  - D. Each director may be assigned committee responsibilities. A director nominee's educational and professional backgrounds must be consistent with the director nominee's committee assignment (e.g., director nominees who will be assigned to the audit committee must be financially literate as defined within the Company's Audit Committee Charter);
  - E. Director nominees must demonstrate a willingness to devote the appropriate time to fulfilling Board duties;

- F. Director nominees shall not represent a special interest or special interest group whose agenda is inconsistent with the Company's goals and objectives or whose approach and methods are inconsistent with what the Board believes is in the best interest of the Company's shareholders; and
- G. Director nominees shall not be a distraction to the Board, nor shall a director nominee be disruptive to the achievement of the Company's business mission, goals and objectives.

III. Procedures for Consideration of Security Holder Nominations.

- A. Security holder nominations must include **ALL** of the information described in paragraphs C. through H. below and must be received in its entirety by the 120<sup>th</sup> calendar day before the date of the company's proxy statement released to security holders in connection with the previous year's annual meeting to be considered for the next scheduled annual meeting of shareholders;
- B. Security holder nominations must be in writing and submitted via registered mail or overnight delivery service to the Nominating Committee Chairman at the Company's corporate headquarters' address;
- C. Supporting documentation must be submitted that allows the Nominating Committee to verify ownership of not less than 5% of the Company's outstanding shares at all times during the immediately preceding year;
- D. The shareholder must submit an affidavit from the director nominee stating that if elected, the director nominee is willing and able to serve on the Company's Board for the full term to which the director nominee would be elected. The affidavit must also acknowledge that the director nominee is aware of, has read and understands the Company's Code of Ethics, Standards of Business Conduct, Corporate Governance Guidelines, and Board of Director Committee Charters (collectively, the Corporate Governance Documents), and further that the director nominee acknowledges that, if elected, the director nominee is subject to and will abide by the Corporate Governance Documents;
- E. The director nominee must submit a signed independence questionnaire. This questionnaire shall be distributed to the director nominee upon receipt of a properly delivered security holder director nomination request, and must be returned within five days of receipt via registered mail or overnight delivery service to the Company's Corporate Secretary and Nominating Committee Chairman, or designee;
- F. The shareholder must submit documentation as to the director nominee's qualifications, which at a minimum must include:
  - 1. A complete biography;

2. Full employment history, including current primary occupation;
  3. A signed consent form and waiver authorizing the Company to perform a full background investigation of the director nominee, including criminal and credit history, from a security firm acceptable to the Company in its sole discretion, an original report of which must be sent directly from the security firm to the Company's Corporate Secretary and Nominating Committee Chairman, or designee;
  4. Documentation of educational levels attained, complete with official transcripts issued directly by the educational institution and sent directly from the educational institution to the Company's Corporate Secretary and Nominating Committee Chairman, or designee. The Nominating Committee may waive this requirement if the security firm performing the background investigation verifies that the director nominee completed the educational levels indicated by the director nominee;
  5. Disclosure of all special interests and all political and organizational affiliations; and
  6. A complete list of clients if the director nominee is a consultant, attorney or other professional service provider;
- G. The shareholder must submit any additional information required to be included in the Company's proxy statement for director nominees which determination will be made by the Company in its sole and absolute discretion (including, without limitation, information regarding business experience, involvement in legal proceedings, security ownership and transactions with the Company or management); and
- H. The information submitted by the security holder must include relevant contact information (e.g., address, phone numbers) for the submitting shareholder and the director nominee.
- IV. Identification and Evaluation of Director Candidates.
- A. For directors standing for reelection, the Nominating Committee may consider:
1. The general qualifications as noted above;
  2. The director's attendance at Board and Committee meetings; and
  3. The director's participation and contributions to Board activities.



- B. The Nominating Committee may consider the following when identifying and evaluating an individual who is not currently a Company director:
  - 1. Use of outside executive search firms or referrals, as appropriate; and
  - 2. Consideration of the Company's minimum director qualifications as noted above in light of the specific qualifications possessed by the individual being considered; and
- C. Regardless of the source of the nomination, individuals being considered for nomination to the Company's Board, who are not currently directors, must provide to the Company the information described in Section III, paragraphs D – H.

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Using a **black ink** pen, mark your votes with **ý**  
an **X** as shown  
in this example. Please do not write outside the  
designated areas.

## Annual Meeting Proxy Card

**6 PLEASE FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN  
THE ENCLOSED ENVELOPE. 6**

**Proposals** The Board of Directors recommends a vote **FOR** all the nominees listed and **FOR** Proposal 2.

Election of Directors:	<b>For</b>	<b>Against</b>	<b>Abstain</b>		<b>For</b>	<b>Against</b>	<b>Abstain</b>		<b>For</b>	<b>Against</b>	<b>Abstain</b>		
01 - Dwight C. Schar	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>		02 - Robert C. Butler	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>		03 - C. E. Andrews	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

	<b>For</b>	<b>Against</b>	<b>Abstain</b>
2. Ratification of appointment of KPMG LLP as independent auditors for the year ending December 31, 2008.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

3. In their discretion, the proxies are  
authorized to vote upon any other business  
that may properly come before the meeting.

### Non-Voting Items

**Change of Address** Please print new address below.

**Authorized Signatures** This section must be completed for your vote to be counted. **Date and Sign Below**

Edgar Filing: NVR INC - Form DEF 14A

Please sign exactly as name(s) appears hereon. Joint owners should each sign. When signing as attorney, executor, administrator, corporate officer, trustee, guardian, or custodian, please give full title.

m/dd/yyyy) Please print date below. Signature 1 Please keep signature within the box. Signature 2 Please keep signature within

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**6 PLEASE FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. 6**

**Proxy NVR, Inc.**

**Proxy for the Annual Meeting of Shareholders**

**May 6, 2008**

**Important Notice Regarding the Availability of Proxy Materials for Shareholder Meeting to Be Held on May 6, 2008:**

**The Proxy Statement and 2007 Annual Report are available at the following website address:  
[www.edocumentview.com/nvr](http://www.edocumentview.com/nvr)**

**THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS**

The undersigned hereby appoints James M. Sack, Dennis M. Seremet and Robert W. Henley, or any of them, as proxies (and if the undersigned is a proxy, as substitute proxies), each with the power to appoint his substitute, and hereby authorizes them to represent and to vote, as designated on the reverse side, all shares of common stock of NVR, Inc. held of record by the undersigned on March 3, 2008 at the Annual Meeting of Shareholders to be held at NVR's Corporate Headquarters, 11700 Plaza America Drive, Suite 500, Reston, Virginia, 20190, on Tuesday, May 6, 2008 at 11:30 A.M. and at any adjournments or postponements thereof.

If there are shares allocated to the undersigned in the NVR, Inc. Profit Sharing Trust Plan or the Employee Stock Ownership Plan, the undersigned hereby directs the Trustee to vote all full and fractional shares as indicated on the reverse of this card. Shares for which no voting instructions are received by May 1, 2008 will be voted by the Trustee in the same proportion as all other shares which have been voted.

**This proxy when properly executed will be voted as directed. If no direction is given with respect to a particular proposal, this proxy will be voted FOR the election of the three nominees for director, FOR the ratification of appointment of KPMG LLP as independent auditors for the year ending December 31, 2008 and otherwise in the discretion of the proxies.**

**PLEASE MARK, DATE, SIGN, AND RETURN THIS PROXY CARD PROMPTLY, USING THE ENCLOSED ENVELOPE. CONTINUED AND TO BE SIGNED ON THE REVERSE**