

AMERICAN WOODMARK CORP  
Form 8-K  
July 17, 2006

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

**Current Report**

**Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): July 17, 2006**

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**American Woodmark Corporation<sup>®</sup>**

(Exact name of registrant as specified in its charter)

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**Virginia**  
(State or other jurisdiction of

**0-14798**  
(Commission

**54-1138147**  
(IRS Employer

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incorporation or organization)

File Number)

Identification No.)

**3102 Shawnee Drive, Winchester, Virginia**  
(Address of principal executive offices)

**22601**  
(Zip Code)

**Registrant's telephone number, including area code: (540) 665-9100**

**Not applicable**

(Former name or former address, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**American Woodmark Corporation**

**ITEM 8.01 OTHER EVENTS**

On July 17, 2006, the Registrant announced that the Company's Board of Directors authorized the repurchase of an additional \$20 million in common stock. The press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

(C) Exhibits.

99.1 The Registrant's Press Release dated July 17, 2006.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**AMERICAN WOODMARK CORPORATION**

(Registrant)

/s/ JONATHAN H. WOLK

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**Jonathan H. Wolk**

**Vice President and Chief Financial Officer**

Date: July 17, 2006

Signing on behalf of the registrant and as principal financial officer

/s/ JAMES J. GOSA

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**James J. Gosa**

**Chairman & Chief Executive Officer**

Date: July 17, 2006

Signing on behalf of the registrant and as principal executive officer