

AMERICAN WOODMARK CORP

Form 4

September 14, 2006

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

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
Estimated average  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**GUICHARD KENT**

(Last) (First) (Middle)

**AMERICAN WOODMARK  
CORP, 3102 SHAWNEE DRIVE**

(Street)

**WINCHESTER, VA 22601**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

**AMERICAN WOODMARK CORP  
[AMWD]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**09/14/2006**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
**President and COO**

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

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Common Stock	09/14/2006		M <sup>(1)</sup>		5,000	A \$ 14.93	17,000	D	
Common Stock	09/14/2006		S		398	D \$ 35	16,602	D	
Common Stock	09/14/2006		S		202	D \$ 35.01	16,400	D	
Common Stock	09/14/2006		S		99	D \$ 35.02	16,301	D	
Common Stock	09/14/2006		S		279	D \$ 35.03	16,022	D	

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Common Stock	09/14/2006	S	97	D	\$ 35.04	15,925	D
Common Stock	09/14/2006	S	500	D	\$ 35.1	15,425	D
Common Stock	09/14/2006	S	525	D	\$ 35.15	14,900	D
Common Stock	09/14/2006	S	200	D	\$ 35.16	14,700	D
Common Stock	09/14/2006	S	200	D	\$ 35.19	14,500	D
Common Stock	09/14/2006	S	400	D	\$ 35.2	14,100	D
Common Stock	09/14/2006	S	500	D	\$ 35.21	13,600	D
Common Stock	09/14/2006	S	300	D	\$ 35.23	13,300	D
Common Stock	09/14/2006	S	100	D	\$ 35.26	13,200	D
Common Stock	09/14/2006	S	100	D	\$ 35.27	13,100	D
Common Stock	09/14/2006	S	100	D	\$ 35.34	13,000	D
Common Stock	09/14/2006	S	1,000	D	\$ 35.4	12,000	D

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of

Common

Stock

\$ 14.93

09/14/2006

M

5,000

05/16/2002

05/16/2011

Right-to-buy

5,000

Option

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GUICHARD KENT AMERICAN WOODMARK CORP 3102 SHAWNEE DRIVE WINCHESTER, VA 22601	X		President and COO	

## Signatures

Brenda Dupont,  
Attorney-in-fact

09/14/2006

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Sales on this form were affected pursuant to 10b5-1 Sales Plan adopted by the reporting person on March 11, 2005.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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