#### AMERICAN WOODMARK CORP

Form 4

Family Foundation

Common

Common

Stock -Owned by Brother as Trustee for

Stock

12/05/2006

December 06, 2006

UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB Washington, D.C. 20549  OMB Number:							- マクストーハクR			
							-			
(Print or Type Res	sponses)									
STOUT MARY JO Symbol			IS ICAN WOODMARK CORP				i. Relationship of Reporting Person(s) to ssuer  (Check all applicable)			
(Last) P. O. BOX 60	· · · · · ·		Day/Year)	•			DirectorX 10% Owner Officer (give title Other (specify below)			
			nth/Day/Year) Aj				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
MAYVILLE,	MI 48744					_	Form filed by Morson	1 0		
(City)	(State) (Z	Zip) Tab	le I - Non-D	erivative S	Securi	ties Acquir	ed, Disposed of,	or Beneficially	y Owned	
	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securit coor Dispos (Instr. 3, 4	ed of (		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	` ′	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock - Holcomb Family	12/05/2006		S	500	D	\$ 41.0719	10,000	D		

S

25,000 D \$41.322 1,200,008

D

D

240,064

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Mrs. Stout

Common

Stock - Trustee for D

Children

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.

SEC 1474

(9-02)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day	/Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securities	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3 and 4)	)	Own
	Security				Acquired					Follo
					(A) or					Repo
					Disposed					Trans
					of (D)					(Instr
					(Instr. 3,					(211512
					4, and 5)					
					¬, and 3)					
								Amoun	t	
						Data	Evaluation	or		
							Expiration	Title Number	r	
						Exercisable	Exercisable Date	of		
				Code V	(A) (D)			Shares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
1 8	Director	10% Owner	Officer	Other			
STOUT MARY JO							
P. O. BOX 60		X					
MAYVILLE MI 48744							

## **Signatures**

Brenda Dupont,
Attorney-in-fact

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

Reporting Owners 2

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