#### Edgar Filing: AMERICAN WOODMARK CORP - Form 4

AMERICA Form 4 June 11, 20	N WOODMARK 07	CORP	Ū							
FOR	ЛЛ								PPROVA	۱L
	UNITED	STATES		RITIES A			COMMISSION	N OMB Number:	3235-	0287
Section 16. Form 4 or Form 5 subjection Form 5 Filed pursuant to Se				<b>CHANGES IN BENEFICIAL OWNERSHIP OF</b> <b>SECURITIES</b> ection 16(a) of the Securities Exchange Act of 1934, Public Utility Holding Company Act of 1935 or Section of the Investment Company Act of 1940			Estimated a burden hou response	Estimated average burden hours per response 0.5		
<i>See</i> Ins 1(b).	truction	30(n)	of the I	nvestment	Compan	y Act of 1	940			
(Print or Type	Responses)									
1. Name and Address of Reporting Person <u>*</u> Dunston Steven Cary			2. Issuer Name <b>and</b> Ticker or Trading Symbol AMERICAN WOODMARK CORP [AMWD]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
			3. Date of Earliest Transaction (Month/Day/Year)			Director 10% Owner X Officer (give title Other (specify below) below)				
3102 SHAWNEE DRIVE			06/08/2007			/	of Manufacturin	g		
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>				
WINCHES	STER, VA 22601						Person	More than One R	eporting	
(City)	(State)	(Zip)	Tab	ole I - Non-I	Derivative	Securities A	.cquired, Disposed (	of, or Beneficia	lly Owned	đ
1.Title of Security (Instr. 3)	Security (Month/Day/Year) Execution Date, if (Instr. 3) any		3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or Code V Amount (D) Price		Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature Indirect Beneficia Ownersh (Instr. 4)	ıl		
Reminder: Re	eport on a separate line	e for each cla	ass of sec	urities benet	ficially owr	ned directly of	or indirectly.			
					Person inform require	ns who rest nation cont ed to respo ys a curren	pond to the colle ained in this form ond unless the for ntly valid OMB co	n are not rm	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. Number of	6. Date Exercisable and	7. Title and Amour
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative	Expiration Date	Underlying Securit
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquired ( or Dispose (D) (Instr. 3, 4, and 5)	d of				
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sł
Employee Stock Option - Right-to-Buy	\$ 34.11	06/08/2007		А		22,000		06/08/2008	06/08/2017	Common Stock	22,0

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Dunston Steven Cary 3102 SHAWNEE DRIVE WINCHESTER, VA 22601			VP of Manufacturing			
Signaturaa						

## Signatures

Brenda Dupont, Attorney-in-fact	06/08/2007
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).

#### **Remarks:**

Note: Options granted under the "Amended and Restated 2004 Stock Incentive Plan for Employees" vest 1/3 on each of the fi 3 anniversary dates of the grant and expire on the 10-year anniversary date of the grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.