

AMERICAN WOODMARK CORP

Form 4

January 12, 2016

FORM 4UNITED 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
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Dunston Steven Cary

(Last) (First) (Middle)

AMERICAN WOODMARK
CORPORATION, 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)
01/08/2016

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 & C.E.O.

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)
Common Stock	01/08/2016		M	6,000	A \$ 36.74	45,799	D
Common Stock	01/08/2016		S	1,240 (1)	D \$ 69.7008 (2)	44,559	D
Common Stock	01/08/2016		S	2,860 (1)	D \$ 70.8487 (3)	41,699	D
Common	01/08/2016		S	1,900	D \$	39,799	D

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Stock			<u>(1)</u>		71.3774		
					<u>(4)</u>		
Common Stock	01/11/2016	M	940	A	\$ 36.74	40,739	D
Common Stock	01/11/2016	S	940 <u>(1)</u>	D	\$ 70.23	39,799	D

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

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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 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 Shares
Employer Stock Option - Right to Buy	\$ 36.74	01/08/2016		M		6,000		06/07/2014	06/07/2023	Common Stock	6,000
Employer Stock Option - Right to Buy	\$ 36.74	01/11/2016		M		940		06/07/2014	06/07/2023	Common Stock	940

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Dunston Steven Cary AMERICAN WOODMARK CORPORATION 3102 SHAWNEE DRIVE	X President & C.E.O.

WINCHESTER, VA 22601

Signatures

Elizabeth Lewis,
Attorney-In-Fact

01/12/2016

__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 September 8, 2015.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$69.30 to \$70.24, inclusive. The reporting person undertakes to provide to American Woodmark Corporation, any security holder of American Woodmark Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in Footnote (2) to this Form 4.

- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$70.31 to \$71.29, inclusive. The reporting person undertakes to provide to American Woodmark Corporation, any security holder of American Woodmark Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in Footnote (2) to this Form 4.

- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$71.33 to \$71.38, inclusive. The reporting person undertakes to provide to American Woodmark Corporation, any security holder of American Woodmark Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in Footnote (3) to this Form 4.

- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$71.33 to \$71.38, inclusive. The reporting person undertakes to provide to American Woodmark Corporation, any security holder of American Woodmark Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in Footnote (4) to this Form 4.

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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