Wolk Jonathan H Form 4 June 09, 2011

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

January 31, Expires: 2005

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

Estimated average burden hours per 0.5 response...

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Wolk Jonathan H

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Symbol

AMERICAN WOODMARK CORP

(Check all applicable)

[AMWD]

(Last) (First) (Middle)

3. Date of Earliest Transaction

(Instr. 8)

Director 10% Owner X_ Officer (give title Other (specify

(Month/Day/Year)

06/08/2011

below) SVP & C.F.O.

AMERICAN WOODMARK CORPORATION, 3102 SHAWNEE

(Street)

DRIVE

4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Issuer

WINCHESTER, VA 22601

(City) (State) (Zip)

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

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

3. 4. Securities TransactionAcquired (A) or Disposed of (D) Code (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership

(Instr. 4)

D

Following Reported Transaction(s)

(A) (Instr. 3 and 4) Price Code V Amount (D)

Common Stock

06/08/2011

Α 2,000 \$0

18,668 ⁽¹⁾

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

(Month/Day/Year)

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)

(Instr. 4)

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

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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. Transactio Code (Instr. 8)	or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Employee Stock Option - Right-to-Buy	\$ 18.16	06/08/2011		A	20,000 (2)	06/08/2012	06/08/2021	Common Stock	20,0

Reporting Owners

Reporting Owner Name / Address	Relationships					
reposing o when i think i reduces	Director 10% Owner		Officer	Other		
Wolk Jonathan H						
AMERICAN WOODMARK CORPORATION			SVP &			
3102 SHAWNEE DRIVE			C.F.O.			
WINCHESTER, VA 22601						

Signatures

Debbie Bucklew, Attorney-In-Fact 06/09/2011

**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) Award of service-based restricted stock units, which will vest on the three-year anniversary of the grant date.
- (2) These options vest 1/3 on each of the first 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.

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Reporting Owners 2