

AMERICAN WOODMARK CORP

Form 4

October 13, 2011

**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  
Expires: January 31,  
2005  
Estimated average  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BRANDT WILLIAM F**

2. Issuer Name **and** Ticker or Trading  
Symbol  
**AMERICAN WOODMARK CORP**  
**[AMWD]**

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

**AMERICAN WOODMARK  
CORPORATION, 3102 SHAWNEE  
DRIVE**

(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
**10/12/2011**

☐ Director ☒ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

**WINCHESTER, VA 22601**

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

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

(City) (State) (Zip)

**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	10/12/2011		S <sup>(1)</sup>		300	D	\$ 12.75	3,306,231	D	
Common Stock	10/12/2011		S		100	D	\$ 12.78	3,306,131	D	
Common Stock	10/12/2011		S		399	D	\$ 12.8	3,305,732	D	
Common Stock	10/12/2011		S		101	D	\$ 12.81	3,305,631	D	
	10/12/2011		S		100	D	\$ 12.83	3,305,531	D	

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Common Stock							
Common Stock	10/12/2011	S	100	D	\$ 12.84	3,305,431	D
Common Stock	10/12/2011	S	200	D	\$ 12.85	3,305,231	D
Common Stock	10/12/2011	S	200	D	\$ 12.86	3,305,031	D
Common Stock	10/12/2011	S	100	D	\$ 12.865	3,304,931	D
Common Stock	10/12/2011	S	780	D	\$ 12.87	3,304,151	D
Common Stock	10/12/2011	S	900	D	\$ 12.88	3,303,251	D
Common Stock	10/12/2011	S	302	D	\$ 12.89	3,302,949	D
Common Stock	10/12/2011	S	585	D	\$ 12.9	3,302,364	D
Common Stock	10/12/2011	S	163	D	\$ 12.91	3,302,201	D
Common Stock	10/12/2011	S	100	D	\$ 12.93	3,302,101	D
Common Stock	10/12/2011	S	1	D	\$ 12.94	3,302,100	D
Common Stock	10/12/2011	S	2	D	\$ 12.96	3,302,098	D
Common Stock	10/12/2011	S	100	D	\$ 12.965	3,301,998	D
Common Stock	10/12/2011	S	62	D	\$ 12.985	3,301,936	D
Common Stock	10/12/2011	S	100	D	\$ 12.99	3,301,836	D
Common Stock	10/12/2011	S	3	D	\$ 13.07	3,301,833	D
Common Stock	10/12/2011	S	2	D	\$ 13.11	3,301,831	D
Common Stock	10/12/2011	S	200	D	\$ 13.13	3,301,631	D
Common Stock	10/12/2011	S	100	D	\$ 13.14	3,301,531	D
						16,488	I

Common  
StockBy Brandt  
Family  
FoundationCommon  
Stock

140,000 I

By Spouse

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 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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

BRANDT WILLIAM F  
AMERICAN WOODMARK CORPORATION  
3102 SHAWNEE DRIVE  
WINCHESTER, VA 22601

X

X

## Signatures

Debbie Bucklew,  
Attorney-In-Fact

10/13/2011

\*\*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).

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- (1) Sales on this form were affected pursuant to 10b5-1 Sales Plan adopted by the reporting person on June 20, 2011, as amended August 26, 2011.

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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