## Edgar Filing: AMERICAN WOODMARK CORP - Form 4

AMEDICA	N WOODMARK	COPP	-									
Form 4 May 22, 20		CORF										
									OMB APPROVAL			
<b>CUNIVI 4</b> UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMMISSION	OMB Number:	3235-0287		
Check t if no lor subject Section Form 4 Form 5	nger <b>STATE</b> to <b>STATE</b> 16. or	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,										
obligati- may con <i>See</i> Inst 1(b).	ons ntinue. Section 17	(a) of the	Public U	Utility Ho	olding Co	ompa	•	1935 or Sectio	n			
(Print or Type	Responses)											
1. Name and Address of Reporting Person <u>*</u> BRANDT WILLIAM F			2. Issuer Name <b>and</b> Ticker or Trading Symbol AMERICAN WOODMARK CORP					5. Relationship of Reporting Person(s) to Issuer				
	[AMW	/D]				(Check all applicable)						
(				of Earliest ' /Day/Year) 2012	Transactio	n		X_ DirectorX_ 10% Owner Officer (give titleOther (specify below) below)				
CORPORA DRIVE	ATION, 3102 SH	AWNEE										
				nendment, I onth/Day/Ye	-	nal		6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
WINCHES	STER, VA 22601							Form filed by M Person	Iore than One l	Reporting		
(City)	(State)	(Zip)	Ta	ble I - Non	-Derivativ	ve Sec	urities Acqu	uired, Disposed of	f, or Benefici	ally Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	ction Date 2A. Deem ay/Year) Execution any (Month/Da		Code (Instr. 3, 4 and 5)				Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)			
Common Stock	05/21/2012			S	6,000 (2)	D	\$ 16.5518 (1)	3,261,531	D			
Common Stock								16,488	I	By Brandt Family Foundation		
Common Stock								140,000	Ι	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 SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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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. Tit	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amou	int of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						<sup>×</sup>
					4, and 5)						
					, ,						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title	Number		
						Encretsuble	Dute		of		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Reporting Owner Name / Address		Relationships						
r 8 - 1	1	Director	10% Owner	Officer	Oth			
BRANDT WILLIAM F AMERICAN WOODMARK CORPORA 3102 SHAWNEE DRIVE WINCHESTER, VA 22601	TION	Х	Х					
Signatures								
Debbie Bucklew, Attorney-In-Fact	5/22/201	2						
**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).

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$16.435 to \$16.75, inclusive. The reporting person undertakes to provide to American Woodmark Corporation, any security holder of (1) American Woodmark Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the

(2) Sales on this form were affected pursuant to 10b5-1 Sales Plan adopted by the reporting person on December 8, 2011.

number of shares sold at each separate price within the ranges set forth in Footnote (1) 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. 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.