

AMERICAN WOODMARK CORP

Form 4

September 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

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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

3. Date of Earliest Transaction
(Month/Day/Year)
09/12/2011

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

(Street)
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	09/12/2011		S ⁽¹⁾		300	D \$ 12.54	3,311,231 D
Common Stock	09/12/2011		S		200	D \$ 12.56	3,311,031 D
Common Stock	09/12/2011		S		300	D \$ 12.57	3,310,731 D
Common Stock	09/12/2011		S		300	D \$ 12.58	3,310,431 D
	09/12/2011		S		100	D \$ 12.585	3,310,331 D

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Common Stock								
Common Stock	09/12/2011	S	171	D	\$ 12.59	3,310,160	D	
Common Stock	09/12/2011	S	29	D	\$ 12.6	3,310,131	D	
Common Stock	09/12/2011	S	100	D	\$ 12.6025	3,310,031	D	
Common Stock	09/12/2011	S	200	D	\$ 12.6075	3,309,831	D	
Common Stock	09/12/2011	S	200	D	\$ 12.61	3,309,631	D	
Common Stock	09/12/2011	S	200	D	\$ 12.615	3,309,431	D	
Common Stock	09/12/2011	S	100	D	\$ 12.6175	3,309,331	D	
Common Stock	09/12/2011	S	100	D	\$ 12.62	3,309,231	D	
Common Stock	09/12/2011	S	200	D	\$ 12.63	3,309,031	D	
Common Stock	09/12/2011	S	100	D	\$ 12.64	3,308,931	D	
Common Stock	09/12/2011	S	200	D	\$ 12.645	3,308,731	D	
Common Stock	09/12/2011	S	100	D	\$ 12.6475	3,308,631	D	
Common Stock	09/12/2011	S	710	D	\$ 12.65	3,307,921	D	
Common Stock	09/12/2011	S	300	D	\$ 12.66	3,307,621	D	
Common Stock	09/12/2011	S	100	D	\$ 12.6625	3,307,521	D	
Common Stock	09/12/2011	S	290	D	\$ 12.7	3,307,231	D	
Common Stock	09/12/2011	S	100	D	\$ 12.705	3,307,131	D	
Common Stock	09/12/2011	S	600	D	\$ 12.79	3,306,531	D	
Common Stock						16,488	I	By Brandt Family Foundation

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Common Stock 140,000 I By Spouse

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

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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 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 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

Jan L. Symons,
Attorney-In-Fact 09/13/2011

__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).
- (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.

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