

AMERICAN WOODMARK CORP
 Form 4
 June 10, 2015

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Campbell Roger Perry

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)

3. Date of Earliest Transaction
 (Month/Day/Year)
 06/08/2015

____ Director
 Officer (give title below) _____ Other (specify below)
 SVP & GM New Construction

AMERICAN WOODMARK CORPORATION, 3102 SHAWNEE DRIVE

(Street)

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

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 (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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	06/08/2015		M		1,667	A	\$ 17.62
Common Stock	06/08/2015		M		2,067	A	\$ 36.74
Common Stock	06/08/2015		M		2,434	A	\$ 29.92
Common Stock	06/08/2015		S		6,068	D	\$ 56.0958
					<u>(1)</u>		<u>(2)</u>

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Common Stock	06/08/2015	S	100 ⁽¹⁾	D	\$ 56.84	12,159	D
Common Stock	06/08/2015	F	1,136 ⁽³⁾	D	\$ 55.81	11,023	D

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

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(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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employer Stock Option - Right to Buy	\$ 17.62	06/08/2015		M	1,667	06/08/2013 06/08/2022	Common Stock	1,667	
Employer Stock Option - Right to Buy	\$ 36.74	06/08/2015		M	2,067	06/07/2014 06/07/2023	Common Stock	2,067	
Employer Stock Option - Right to Buy	\$ 29.92	06/08/2015		M	2,434	06/06/2015 06/06/2024	Common Stock	2,434	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Campbell Roger Perry
AMERICAN WOODMARK CORPORATION
3102 SHAWNEE DRIVE
WINCHESTER, VA 22601

SVP & GM New Construction

Signatures

Elizabeth Lewis,
Attorney-In-Fact

06/10/2015

__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 December 15, 2014.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$55.67

(2) to \$56.59, 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 shares being reported as disposed of were withheld to satisfy required tax withholding liabilities in connection with the payment of RSU's.

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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