

AMERICAN WOODMARK CORP  
Form 4  
September 12, 2011

**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 \*  
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)

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

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

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	Price	
Common Stock	09/09/2011		S <sup>(1)</sup>		195	D \$ 12.51	3,316,336 D
Common Stock	09/09/2011		S		200	D \$ 12.55	3,316,136 D
Common Stock	09/09/2011		S		100	D \$ 12.58	3,316,036 D
Common Stock	09/09/2011		S		200	D \$ 12.59	3,315,836 D
	09/09/2011		S		198	D \$ 12.62	3,315,638 D

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Common Stock								
Common Stock	09/09/2011	S	300	D	\$ 12.68	3,315,338	D	
Common Stock	09/09/2011	S	100	D	\$ 12.685	3,315,238	D	
Common Stock	09/09/2011	S	300	D	\$ 12.73	3,314,938	D	
Common Stock	09/09/2011	S	400	D	\$ 12.735	3,314,538	D	
Common Stock	09/09/2011	S	400	D	\$ 12.75	3,314,138	D	
Common Stock	09/09/2011	S	502	D	\$ 12.755	3,313,636	D	
Common Stock	09/09/2011	S	200	D	\$ 12.81	3,313,436	D	
Common Stock	09/09/2011	S	100	D	\$ 12.92	3,313,336	D	
Common Stock	09/09/2011	S	100	D	\$ 12.94	3,313,236	D	
Common Stock	09/09/2011	S	700	D	\$ 12.96	3,312,536	D	
Common Stock	09/09/2011	S	100	D	\$ 12.97	3,312,436	D	
Common Stock	09/09/2011	S	505	D	\$ 13	3,311,931	D	
Common Stock	09/09/2011	S	200	D	\$ 13.03	3,311,731	D	
Common Stock	09/09/2011	S	200	D	\$ 13.065	3,311,531	D	
Common Stock						16,488	I	By Brandt Family Foundation
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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(9-02)

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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. Nu
				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

09/12/2011

\_\_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 on 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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