

Boyer Bradley Scott
 Form 4
 February 21, 2013

FORM 4

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

OMB APPROVAL

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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 *
 Boyer Bradley Scott

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)
 3102 SHAWNEE DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/19/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP Remodeling Sales&Mktg

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 or Price | | |
| Common Stock | 02/19/2013 | | M | | 5,000 (1) | A | \$ 23.96 19,658 D |
| Common Stock | 02/19/2013 | | M | | 5,000 (1) | A | \$ 18.16 24,658 D |
| Common Stock | 02/19/2013 | | S | | 10,000 (1) | D | \$ 33.56 (2) 14,658 D |
| Common Stock | 02/20/2013 | | M | | 5,000 (1) | A | \$ 23.96 19,658 D |
| Common Stock | 02/20/2013 | | M | | 100 (1) | A | \$ 24.73 19,758 D |

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| | | | | | | | |
|--------------|------------|---|---------------------|---|-----------------------------|--------|---|
| Common Stock | 02/20/2013 | S | 4,800 <u>(1)</u> | D | \$ 34.0955 <u>(3)</u> | 14,958 | D |
| Common Stock | 02/20/2013 | S | 300 <u>(1)</u> | D | \$ 35.07 <u>(4)</u> | 14,658 | D |

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 (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 |
| Common Stock Option | \$ 23.96 | 02/19/2013 | | M | 5,000 | 06/06/2009 06/06/2018 | Right-to-Buy | 5,000 | |
| Common Stock Option | \$ 18.16 | 02/19/2013 | | M | 5,000 | 06/08/2012 06/08/2021 | Right-to-Buy | 5,000 | |
| Common Stock Option | \$ 23.96 | 02/20/2013 | | M | 5,000 | 06/06/2009 06/06/2018 | Right-to-Buy | 5,000 | |
| Common Stock Option | \$ 24.73 | 02/20/2013 | | M | 100 | 06/10/2010 06/10/2019 | Right-to-Buy | 100 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Boyer Bradley Scott 3102 SHAWNEE DRIVE | | | SVP Remodeling Sales&Mktg | |

WINCHESTER, VA 22601

Signatures

Debbie Bucklew,
Attorney-In-Fact

02/21/2013

__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 13, 2006 and last amended on March 9, 2012.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$33.1600 to \$33.9600, 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.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$33.9600 to \$34.9200 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 (3) to this Form 4.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$35.0600 to \$35.0900 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 (4) to this Form 4.
- (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.