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AMERICA Form 4 January 24,	N WOODMARK 2014	CORP										
FORM		STATES	SECU	DITIE	c	AND EV	VCU	ANCE C	OMMISSION	OMB APPROVAL		
-	UNITED	SIAILS	SECURITIES AND EXCHANGE CO Washington, D.C. 20549						01111155101	OMB Number:	3235-0287	
Check t if no lor subject Section Form 4	nger to STATE 16. or	r STATEMENT OF				I BENE RITIES	FIC	IAL OWN		Expires: Estimated burden ho response.	ours per	
Form 5 obligati may co <i>See</i> Inst 1(b).	ons ntinue. Section 17	(a) of the l	Public I	Utility H	ю	lding Co	ompa		e Act of 1934, 1935 or Section 0	n		
(Print or Type	Responses)											
1. Name and Address of Reporting Person <u>*</u> BRANDT WILLIAM F			8						5. Relationship of Reporting Person(s) to Issuer			
									(Check all applicable)			
				3. Date of Earliest Transaction (Month/Day/Year)					XDirectorX10% Owner Officer (give titleOther (specify			
	AN WOODMARH ATION, 3102 SH.		01/22/	2014					below)	below)		
				d(Month/Day/Year)					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			
(City)	(State)	(Zip)	Ta	ble I - No	on-	Derivativ	e Sec	urities Acq	uired, Disposed of	, or Benefici	ally Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deema Execution any (Month/Da	Date, if Transactionor Disposed of (D) Code (Instr. 3, 4 and 5)					(D)	 5. Amount of 6. Securities Ownershi Beneficially Form: Owned Direct (D Following or Indirect Reported (I) Transaction(s) (Instr. 4) 		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	v	Amount	or (D)	Price	(Instr. 3 and 4)			
Common Stock	01/22/2014			S		2,000 (1)	D	\$ 37.0677 (2)	2,698,981	D		
Common Stock	01/23/2014			S		1,000 (1)	D	\$ 36.5506 (3)	2,697,981	D		
Common Stock									8,948	I	By Brandt Family Foundation	

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Common Stock	140,000	Ι	By Spouse
Reminder: Report on a separate line for each class of securities bene	ficially owned directly or indirectly. Persons who respond to the col information contained in this fo required to respond unless the displays a currently valid OMB of 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)	4. Transact Code (Instr. 8)	5. tionNumber of) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	;	ate	7. Tit Amou Under Secur (Instr	ınt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
			Code V	7 (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	х	Х					
Signatures							
Jan L. Symons, Attorney-In-Fact 01/24/201	14						

**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 27, 2013.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$36.69 to \$37.65, 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

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shares sold at each separate price within the ranges set forth in Footnote (2) to this Form 4.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$36.12 to \$37.09, inclusive. The reporting person undertakes to provide to American Woodmark Corporation, any security holder of American

(3) 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.

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.