

AMERICAN WOODMARK CORP

Form 4

July 07, 2006

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GOSA JAMES J

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
CORP, 3102 SHAWNEE DRIVE

3. Date of Earliest Transaction
(Month/Day/Year)
07/06/2006

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chairman, President & CEO

(Street)
WINCHESTER, VA 222601

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 or 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	07/06/2006		M/K		41,000	A	\$ 14.93	180,630	D
common stock	07/06/2006		F/K		24,652	D	\$ 34.48	155,978	D
common stock	07/06/2006		M/K		70,000	A	\$ 9.28	225,978	D
common stock	07/06/2006		F/K		34,022	D	\$ 34.48	191,956	D
common stock	07/06/2006		M/K		130,000	A	\$ 10.86	321,956	D

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common stock	07/06/2006	F/K	67,373	D	\$ 34.48	254,583	D
common stock - 401-K Plan						3,725	D

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

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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 Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Security (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
common stock option	\$ 14.93	07/06/2006		M/K			41,000	05/16/2002	05/16/2011	right-to-buy
common stock option	\$ 9.28	07/06/2006		M/K			70,000	05/24/2001	05/24/2010	right-to-buy
common stock option	\$ 10.86	07/06/2006		M/K			130,000	08/24/2001	08/24/2010	right-to-buy
common stock option	\$ 34.48	07/06/2006		A		24,652		07/06/2007	05/16/2011	right-to-buy
common stock option	\$ 34.48	07/06/2006		A		34,022		07/06/2007	05/24/2010	right-to-buy
common stock option	\$ 34.48	07/06/2006		A		67,373		07/06/2007	08/24/2010	right-to-buy

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director	10% Owner	Officer	Other
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GOSA JAMES J
AMERICAN WOODMARK CORP
3102 SHAWNEE DRIVE
WINCHESTER, VA 222601

X

Chairman,
President &
CEO

Signatures

Brenda Dupont,
Attorney-in-fact

07/07/2006

__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).

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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