

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-05-16** | Period of Report: **2013-05-14**
SEC Accession No. [0001140361-13-021229](#)

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ISSUER

AMERICAN WOODMARK CORP

CIK:[794619](#) | IRS No.: [541138147](#) | State of Incorporation: **VA** | Fiscal Year End: **0411**
SIC: **2430** Millwood, veneer, plywood, & structural wood members

Mailing Address
3102 SHAWNEE DRIVE
WINCHESTER VA 22601

Business Address
3102 SHAWNEE DRIVE
WINCHESTER VA 22601
(540) 665-9100

REPORTING OWNER

BRANDT WILLIAM F

CIK:[901388](#) | State of Incorporation: **VA** | Fiscal Year End: **0430**
Type: **4** | Act: **34** | File No.: [000-14798](#) | Film No.: **13850047**

Mailing Address
C/O AMERICAN WOODMARK
CORPORATION
3102 SHAWNEE DRIVE
WINCHESTER VA 22601

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: 02/28/2011
Estimated average burden hours per response 0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/14/2013			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
AMERICAN WOODMARK CORPORATION, 3102 SHAWNEE DRIVE			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) 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	(A) or (D)	Price			
Common Stock	05/14/2013		S		2,000 ⁽¹⁾	D	\$34.8416 ⁽²⁾	2,836,581	D	
Common Stock	05/15/2013		S		900 ⁽¹⁾	D	\$34.7253 ⁽³⁾	2,835,681	D	
Common Stock	05/15/2013		S		100 ⁽¹⁾	D	\$35.06	2,835,581	D	
Common Stock								3,948	I	By Brandt Family Foundation
Common Stock								140,000	I	By Spouse

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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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				(Instr. 3, 4, and 5)				
Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Explanation of Responses:

1. Sales on this form were affected pursuant to 10b5-1 Sales Plan adopted by the reporting person on December 10, 2012.
2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$34.7700 to \$34.9300, 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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$34.4900 to \$34.8500, 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.

Signatures

Debbie Bucklew, Attorney-In-Fact

** Signature of Reporting Person

05/16/2013

Date

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

* 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.

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 Number.