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AMERICAN WOODMARK CORP

Form 4

August 30, 2012

FORM 4

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

OMB Number:

3235-0287 January 31,

0.5

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to

SECURITIES

Expires: 2005 Estimated average

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Section 16. Form 4 or Form 5 obligations may continue.

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(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * **BRANDT WILLIAM F**

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

(Month/Day/Year)

08/29/2012

Symbol AMERICAN WOODMARK CORP

(Check all applicable)

[AMWD]

(First) (Middle)

3. Date of Earliest Transaction

X_ Director Officer (give title

X 10% Owner _ Other (specify

AMERICAN WOODMARK CORPORATION, 3102 SHAWNEE

DRIVE

(Last)

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

below)

WINCHESTER, VA 22601

(City)	(State)	Zip) Tak	ole I - Non-I	Derivative Securities A	cquired, Disposed	of, or Benefic	ially Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transacti	onAcquired (A) or	Securities	Ownership	Indirect
(Instr. 3)		any	Code	Disposed of (D)	Beneficially	Form: Direct	Beneficial

(Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5)

Owned Following Reported

(D) or Ownership Indirect (I) (Instr. 4)

(Instr. 4)

Transaction(s) (Instr. 3 and 4)

Code V (D) Price Amount

(A)

or

\$0 08/29/2012 G D 6,000 3,240,031 (1)

By Brandt Common Family 22,488 I Stock

Foundation

Common

Common

Stock

140,000 I By Spouse

Stock

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	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transacti	5. orNumber	6. Date Exerc Expiration Da		7. Title		8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise Price of Derivative Security	(manazay, 16ar)	any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/		Underly Securit	ying	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title 1	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

Debbie Bucklew, Attorney-In-Fact

08/30/2012

**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) No consideration was received.

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.

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