#### AMERICAN WOODMARK CORP

Form 4

August 02, 2013

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

0.5

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**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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)

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

Symbol

AMERICAN WOODMARK CORP

(Check all applicable)

[AMWD]

(Last) (First) 3. Date of Earliest Transaction (Month/Day/Year)

\_X\_\_ Director Officer (give title X\_\_ 10% Owner \_\_ Other (specify

AMERICAN WOODMARK 07/31/2013 CORPORATION, 3102 SHAWNEE

(Middle)

DRIVE

Common

(Street) 4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Ι

140,000

6. Individual or Joint/Group Filing(Check

Person

WINCHESTER, VA 22601

| (City)                               | (State)                              | (Zip) Tal                                                   | ble I - Non                                                                                   | -Derivativ   | e Sec     | urities Acqu                                                                                   | ired, Disposed o                                         | f, or Beneficia                                       | ally Owned          |
|--------------------------------------|--------------------------------------|-------------------------------------------------------------|-----------------------------------------------------------------------------------------------|--------------|-----------|------------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|---------------------|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) |              |           | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |                     |
|                                      |                                      |                                                             | Code V                                                                                        | Amount       | or<br>(D) | Price                                                                                          | (Instr. 3 and 4)                                         | (Insu: 1)                                             |                     |
| Common<br>Stock                      | 07/31/2013                           |                                                             | S                                                                                             | 2,000<br>(1) | D         | \$<br>34.2706<br>(2)                                                                           | 2,770,581                                                | D                                                     |                     |
| Common<br>Stock                      | 08/01/2013                           |                                                             | S                                                                                             | 1,000<br>(1) | D         | \$ 35.288<br>(3)                                                                               | 2,769,581                                                | D                                                     |                     |
| Common<br>Stock                      |                                      |                                                             |                                                                                               |              |           |                                                                                                | 8,948                                                    | I                                                     | By Brandt<br>Family |

Foundation

By Spouse

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Stock

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)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date (Month/Day/Year) | 4.<br>Transact<br>Code<br>(Instr. 8) | 5. ionNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |                     | ate                | Secur | int of<br>rlying                       | 8. Price of Derivative Security (Instr. 5) |
|-----------------------------------------------------|-----------------------------------------------------------------------|--------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------|---------------------|--------------------|-------|----------------------------------------|--------------------------------------------|
|                                                     |                                                                       |                                      | Code V                               | (A) (D)                                                                                    | Date<br>Exercisable | Expiration<br>Date | Title | Amount<br>or<br>Number<br>of<br>Shares |                                            |

# **Reporting Owners**

| Reporting Owner Name / Address                                                                  | Relationships |           |         |       |  |  |
|-------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|--|--|
| F                                                                                               | Director      | 10% Owner | Officer | Other |  |  |
| BRANDT WILLIAM F<br>AMERICAN WOODMARK CORPORATION<br>3102 SHAWNEE DRIVE<br>WINCHESTER, VA 22601 | X             | X         |         |       |  |  |

### **Signatures**

Debbie Bucklew, Attorney-In-Fact 08/02/2013

\*\*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 June 27, 2013.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$33.97

to \$34.62, 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.

Reporting Owners 2

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The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$35.0200 to \$35.7800, 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.

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.