

AMERICAN WOODMARK CORP

Form 4

January 12, 2016

**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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Dunston Steven Cary

(Last) (First) (Middle)

AMERICAN WOODMARK  
CORPORATION, 3102 SHAWNEE  
DRIVE

(Street)

WINCHESTER, VA 22601

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol  
AMERICAN WOODMARK CORP  
[AMWD]

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/08/2016

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
President & C.E.O.

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
| Common<br>Stock                       | 01/08/2016                              |   | M                                    | 6,000   | A \$ 36.74   | 45,799  | D   |
| Common<br>Stock                       | 01/08/2016                              |   | S                                    | 1,240<br>(1)  | D \$<br>69.7008<br>(2)   | 44,559  | D   |
| Common<br>Stock                       | 01/08/2016                              |   | S                                    | 2,860<br>(1)  | D \$<br>70.8487<br>(3)   | 41,699  | D   |
| Common<br>Stock                       | 01/08/2016                              |   | S                                    | 1,900   | D \$   | 39,799  | D   |

Edgar Filing: AMERICAN WOODMARK CORP - Form 4

|              |            |  |   |                    |   |                |        |   |
|--------------|------------|--|---|--------------------|---|----------------|--------|---|
| Stock        |            |  |   | <sup>(1)</sup>     |   | 71.3774        |        |   |
|              |            |  |   |                    |   | <sup>(4)</sup> |        |   |
| Common Stock | 01/11/2016 |  | M | 940                | A | \$ 36.74       | 40,739 | D |
| Common Stock | 01/11/2016 |  | S | 940 <sup>(1)</sup> | D | \$ 70.23       | 39,799 | D |

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)

**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 of Underlying Securities (Instr. 3 and 4) |                 |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|--------------|----------------------------|
|  |  |                                      |  | Code                           | V   | (A)  | (D) | Date Exercisable  | Expiration Date | Title        | Amount or Number of Shares |
| Employer Stock Option - Right to Buy       | \$ 36.74   | 01/08/2016                           |  | M                              |   | 6,000  |     | 06/07/2014  | 06/07/2023      | Common Stock | 6,000                      |
| Employer Stock Option - Right to Buy       | \$ 36.74   | 01/11/2016                           |  | M                              |   | 940  |     | 06/07/2014  | 06/07/2023      | Common Stock | 940                        |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships                    |
|--|----------------------------------|
|  | Director 10% Owner Officer Other |
| Dunston Steven Cary<br>AMERICAN WOODMARK CORPORATION<br>3102 SHAWNEE DRIVE | X President & C.E.O.             |

WINCHESTER, VA 22601

## Signatures

Elizabeth Lewis,  
Attorney-In-Fact

01/12/2016

\_\_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 September 8, 2015.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$69.30 to \$70.24, 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.

- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$70.31 to \$71.29, 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 \$71.33 to \$71.38, 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.

- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$71.33 to \$71.38, 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 (4) 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.