### Edgar Filing: AMERICAN WOODMARK CORP - Form 4

AMERICA Form 4 October 04	N WOODMARK	CORP									
	ЛЛ									PPROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB Number:	3235-0287		
Check t if no los	nger		Expires:	January 31, 2005							
subject Section Form 4	to <b>SIAIE</b> 16.	MENT OF	ERSHIP OF	Estimated average burden hours per response							
Form 5 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 <u>*</u> BRANDT WILLIAM F			2. Issuer Name <b>and</b> Ticker or Trading Symbol AMERICAN WOODMARK CORP					5. Relationship of Reporting Person(s) to Issuer			
		[AMW	/D]				(Check all applicable)				
(Last) (First) (Middle)			3. Date of Earliest Transaction (Month/Day/Year)					X DirectorX 10% Owner Officer (give title Other (specify below) below)			
	AN WOODMARI Ation, 3102 Sh		10/02/	2013					,		
Filed(Month/Day/Year) Applicable Line						Applicable Line)	oint/Group Filing(Check One Reporting Person				
WINCHES	STER, VA 22601							Form filed by M Person			
(City)	(State)	(Zip)	Tal	ble I - Non	-Derivativ	ve Sec	urities Acqu	iired, Disposed of	, or Beneficia	ally Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution E any (Month/Day	Date, if	Code (Instr. 3, 4 and 5)				5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common Stock	10/02/2013			S	1,200 (1)	D	\$ 32.8025 (2)	2,745,781	D		
Common Stock	10/02/2013			S	800 <u>(1)</u>	D	\$ 34.0313 (3)	2,744,981	D		
Common Stock	10/03/2013			S	1,000 (1)	D	\$ 32.8552 (4)	2,743,981	D		

#### Edgar Filing: AMERICAN WOODMARK CORP - Form 4

Common Stock	8,948	I	By Brandt Family Foundation
Common Stock	140,000	Ι	By Spouse

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.

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

1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Titl		8. Price of	9. Nu
Derivative Security (Instr. 3)	Conversion or Exercise Price of	(Month/Day/Year)	any (Month/Day/Year)	Transactio Code (Instr. 8)	of Derivative			Amou Under Securi	lying ities	Derivative Security (Instr. 5)	Deriv Secur Bener
	Derivative Security				Securities Acquired (A) or Disposed of (D) (Instr. 3,			(Instr.	3 and 4)		Owne Follo Repo Trans (Instr
				Code V	4, and 5)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
BRANDT WILLIAM F AMERICAN WOODMARK CORPOR 3102 SHAWNEE DRIVE WINCHESTER, VA 22601	ATION	Х	Х				
Signatures							
Debbie Bucklew, Attorney-In-Fact	10/04/20	)13					
**Signature of Reporting Person	Date						
Explanation of Poopo	0000						

### 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).

#### Edgar Filing: AMERICAN WOODMARK CORP - Form 4

(1) Sales on this form were affected pursuant to 10b5-1 Sales Plan adopted by the reporting person on June 27, 2013.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$32.5300 to \$33.0400, 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
 \$33.5800 to \$34.4600, 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 \$32.7000 to \$33.0600, 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

Explanation of Responses:

a currently valid OMB number.