## Edgar Filing: MOERDYK CAROL B - Form 4

MOERDYK CAI	ROL B											
Form 4												
August 31, 2011												
FORM 4			CECUD	TTIES A		• <b>T</b> T A <b>N</b>		COMMERCION		PPROVAL		
	UNITED	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								3235-0287		
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. <i>See</i> 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								Expires: January 3 200 Estimated average burden hours per response 0			
(Print or Type Respondence)	onses)											
1. Name and Address of Reporting Person <u>*</u> MOERDYK CAROL B			2. Issuer Name <b>and</b> Ticker or Trading Symbol AMERICAN WOODMARK CORP [AMWD]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) (First) (Middle) 3. Date of Earl (Month/Day/Y 10040 EAST HAPPY VALLEY 08/29/2011 ROAD #25				Earliest Tra ay/Year)	ansaction			X_ Director 10% Owner Officer (give title Other (specify below) below)				
				ndment, Date Original th/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
SCOTTSDALE,	AZ 85255							Form filed by M Person	More than One Re	eporting		
(City) (	(State) (	(Zip)	Table	e I - Non-De	erivative S	ecuri	ties Aco	quired, Disposed o	f, or Beneficial	lly Owned		
	Fransaction Date onth/Day/Year)			TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)				Securities Beneficially	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common 08/ Stock	/29/2011			A	2,500 (1)	A	\$ 0	7,700 (2)	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.

 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)	4. Transactic Code (Instr. 8)	5. oriNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date	Amou Unde Secur	le and unt of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
			Code V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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## **Reporting Owners**

		Relationships						
Reporting Owner Name / Address		Director	10% Owner	Officer	Other			
MOERDYK CAROL B 10040 EAST HAPPY VALLEY ROAD SCOTTSDALE, AZ 85255	) #25	Х						
Signatures								
Debbie Bucklew, Attorney-In-Fact	08/31/2011							
**Signature of Reporting Person	Date							

\*\*Signature of Reporting Person

## **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) Award of service-based restricted stock units, which will vest on August 15, 2013.
- (2) Includes 2,500 shares acquired upon the conversion of restricted stock units that vested on August 15, 2011.

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.