

Boyer Bradley Scott
 Form 4
 February 21, 2013

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Boyer Bradley Scott

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 3102 SHAWNEE DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/19/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP Remodeling Sales&Mktg

WINCHESTER, VA 22601

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

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

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	02/19/2013		M		5,000 (1) A \$ 23.96 19,658	D	
Common Stock	02/19/2013		M		5,000 (1) A \$ 18.16 24,658	D	
Common Stock	02/19/2013		S		10,000 (1) D \$ 33.56 (2) 14,658	D	
Common Stock	02/20/2013		M		5,000 (1) A \$ 23.96 19,658	D	
Common Stock	02/20/2013		M		100 (1) A \$ 24.73 19,758	D	

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Common Stock	02/20/2013	S	4,800 <u>(1)</u>	D	\$ 34.0955 <u>(3)</u>	14,958	D
Common Stock	02/20/2013	S	300 <u>(1)</u>	D	\$ 35.07 <u>(4)</u>	14,658	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.

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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 (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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock Option	\$ 23.96	02/19/2013		M	5,000	06/06/2009 06/06/2018	Right-to-Buy	5,000	
Common Stock Option	\$ 18.16	02/19/2013		M	5,000	06/08/2012 06/08/2021	Right-to-Buy	5,000	
Common Stock Option	\$ 23.96	02/20/2013		M	5,000	06/06/2009 06/06/2018	Right-to-Buy	5,000	
Common Stock Option	\$ 24.73	02/20/2013		M	100	06/10/2010 06/10/2019	Right-to-Buy	100	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Boyer Bradley Scott 3102 SHAWNEE DRIVE				SVP Remodeling Sales&Mktg

