## Edgar Filing: AMERICAN WOODMARK CORP - Form 4

AMERICA Form 4 April 10, 20	N WOODMARK 014	K CORP										
									OMB APPROVAL			
	UNITED	) STATES						OMMISSION	OMB Number:	3235-0287		
Check t if no los subject Section Form 4	nger to <b>STATE</b> 16. or	Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES										
Form 5 obligati may co <i>See</i> Inst 1(b).	ons ntinue. Section 17	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 * BRANDT WILLIAM F (Last) (First) (Middle) AMERICAN WOODMARK CORPORATION, 3102 SHAWNEE DRIVE			<ol> <li>Issuer Name and Ticker or Trading Symbol</li> <li>AMERICAN WOODMARK CORP [AMWD]</li> <li>Date of Earliest Transaction (Month/Day/Year)</li> <li>04/08/2014</li> </ol>					5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <u></u>				
(City)	(State)	(Zip)	Ta	ble I - Non	-Derivativ	ve Sec	urities Acq	uired, Disposed of	, or Benefici	ally Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	ction Date 2A. Deemed Day/Year) Execution Date, if any (Month/Day/Year)		3. Transacti Code (Instr. 8)	4. Securi oror Dispo (Instr. 3,	sed of 4 and	(D)	Securities Beneficially Owned Following	Ownership Indirect Form: Benefic Direct (D) Owners	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)			
Common Stock	04/08/2014			S	1,000 (1)	D	\$ 32.9873 (2)	2,698,981	D			
Common Stock								3,948	I	By Brandt Family Foundation		
Common Stock								140,000	I	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 SEC 1474 information contained in this form are not (9-02)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)

2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Tit	le and	8. Price of	9. Nu
Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	Date	Amou	int of	Derivative	Deriv
or Exercise		any	Code	of	(Month/Day	/Year)	Under	rlying	Security	Secu
Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
Derivative				Securities			(Instr	. 3 and 4)		Owne
Security				Acquired						Follo
•				(A) or						Repo
				Disposed						Trans
				of (D)						(Instr
				(Instr. 3,						
				4, and 5)						
								Amount		
					Date	Expiration		or		
					Exercisable	-	Title			
				(1) (5)						
			Code V	(A) (D)				Shares		
	Conversion or Exercise Price of Derivative	Conversion (Month/Day/Year) or Exercise Price of Derivative	Conversion(Month/Day/Year)Execution Date, ifor ExerciseanyPrice of(Month/Day/Year)Derivative	Conversion (Month/Day/Year) Execution Date, if Transaction or Exercise any Code Price of (Month/Day/Year) (Instr. 8) Derivative Security	Conversion or Exercise(Month/Day/Year)Execution Date, if anyTransactionNumber CodePrice of Derivative(Month/Day/Year)(Instr. 8)Derivative SecuritiesSecurityAcquired (A) or Disposed of (D) (Instr. 3,	Conversion (Month/Day/Year) Execution Date, if or Exercise any (Month/Day/Year) (Month/Day/Year) Code of (Month/Day Price of (Month/Day/Year) (Instr. 8) Derivative Security Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Exercisable	Conversion (Month/Day/Year) Execution Date, if or Exercise Price of (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 8) Derivative Security Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Expiration Exercisable Date	Conversion or Exercise       (Month/Day/Year)       Execution Date, if any       TransactionNumber Code       Expiration Date       Amound Under Security         Price of Derivative       (Month/Day/Year)       (Month/Day/Year)       Instr. 8)       Derivative       Securities         Security       Securities       Acquired       (A) or       Disposed       of (D)       (Instr. 3, 4, and 5)       Date       Expiration       Title	Conversion or Exercise Price of Derivative Security(Month/Day/Year)Execution Date, if any (Month/Day/Year)TransactionNumber Code ofExpiration Date (Month/Day/Year)Amount of Underlying Securities (Instr. 8)Derivative SecuritySecurities (Month/Day/Year)Derivative Securities (A) or Disposed of (D) (Instr. 3, 4, and 5)Securities SecuritiesInstr. 9 Securities (Instr. 3) (Instr. 3)Instr. 3 (Instr. 3) (Instr. 3) (Instr. 3) (Instr. 3) (Instr. 3) (Instr. 3) (Instr. 3)Amount of (Instr. 3) (Instr. 3) (Instr. 3) (Instr. 3) (Instr. 3) (Instr. 3) (Instr. 3)Amount (Instr. 3) (Instr. 3) (Instr. 3) (Instr. 3) (Instr. 3) (Instr. 3) (Instr. 3) (Instr. 3) (Instr. 3)Amount (Instr. 3) (Instr. 3) (Instr. 3) (Instr. 3) (Instr. 3) (Instr. 3) (Instr. 3) (Instr. 3) 	Conversion or Exercise Price of Derivative Security(Month/Day/Year)Execution Date, if any (Month/Day/Year)Transactio-Number Ode (Instr. 8)Expiration Date (Month/Day/Year)Amount of Underlyme Securities (Instr. 5)Derivative Securities (Month/Day/Year)Amount of Underlyme (Instr. 5)Derivative Securities (Instr. 5)Amount of Underlyme (Instr. 5)Derivative Securities (Instr. 5)Amount of Underlyme (Instr. 5)Derivative Securities (Instr. 5)Amount of Underlyme (Instr. 5)Derivative Securities (Instr. 5)Amount of Underlyme Securities (Instr. 5)Derivative Securities (Instr. 5)Amount of Underlyme Securities (Instr. 5)Derivative Securities (Instr. 5)Amount of Underlyme Securities (Instr. 5)Derivative Securities (Instr. 5)Amount of Securities (Instr. 5)Derivative Securities (Instr. 5)Amount of Securities (Instr. 5)Amount ofImage: Derivative SecurityImage: Derivative (Instr. 3, 4, and 5)Image: Derivative (Instr. 3, 4, and 5)Image: Derivative (Instr. 3)Image: Derivative (Instr. 3)Image: Derivative (Instr. 5)Image: Derivative (Instr. 6)Image: Derivative (Instr. 6)Image: Derivative (Image: Derivative (Instr. 6)Image: Derivative (Image: Derivative (Image: Derivative (Image: Derivative (Image: Derivative 

## **Reporting Owners**

Reporting Owner Name / Addres	Relationships						
	Director	10% Owner	Officer	Other			
BRANDT WILLIAM F AMERICAN WOODMARK CORPO 3102 SHAWNEE DRIVE WINCHESTER, VA 22601	RATION	X	Х				
Signatures							
Jan L. Symons, Attorney-In-Fact	04/10/2014	4					
**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 March 12, 2014.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$32.53 to \$33.23, inclusive. The reporting person undertakes to provide to American Woodmark Corporation, any security holder of American (2) 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.

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.