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Form 4	N WOODMARK	CORP									
October 02									OMB	APPROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION								OMB	-		
Check	this box		Wa	ashingtor	n, D.C. 2	20549	9		Number: Expires:	3235-0287 January 31,	
if no lo subject Section Form 4 Form 5	to SIAIE	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES								2005 average ours per 0.5	
obligat may co	ions Section 17	(a) of the Pu	ıblic U	Jtility Ho	olding Co	ompa	•	e Act of 1934, 1935 or Section 0	n		
(Print or Type	e Responses)										
BRANDT WILLIAM F Sym			ymbol	2. Issuer Name and Ticker or Trading ymbol MERICAN WOODMARK CORP				5. Relationship of Reporting Person(s) to Issuer			
			AMW	′D]				(Check all applicable)			
	(First) (AN WOODMARH ATION, 3102 SH.	() K 0		of Earliest ' Day/Year) 2014	Transactic	'n		X Director Officer (give below)	titleOt below)	0% Owner her (specify	
	(Street)			endment, I onth/Day/Ye	-	nal		6. Individual or Jo Applicable Line) _X_ Form filed by 0 Form filed by M	One Reporting	Person	
	STER, VA 22601	(7.)						Person		1 0	
(City)	(State)	(Zip)	Tab	ole I - Non			-	uired, Disposed of	, or Benefici	ally Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Da any (Month/Day/	tion Date, if Transactionor Disposed of (D) Code (Instr. 3, 4 and 5) h/Day/Year) (Instr. 8) (A) or (A) Or (Instr. 3 and 4) (Instr. 3 and 4)				6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
Common Stock	09/30/2014			S	1,000 (<u>1</u>)	(D) D	Price \$ 37.2583 (2)	2,663,681	D		
Common Stock	10/01/2014			S	2,000 (1)	D	\$ 37.1752 (<u>3)</u>	2,661,681	D		
Common Stock								3,948	Ι	By Brandt Foundation	
Common								140,000	Ι	By Spouse	

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Stock

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)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	3	ate	7. Titl Amou Under Securi (Instr.	int of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	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 CORPORATION 3102 SHAWNEE DRIVE WINCHESTER, VA 22601	Х	Х				
Signatures						
Jan L. Symons, Attorney-In-Fact 10/02/20	14					

**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 \$37.00 to \$37.62, 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.

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The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$36.58 to \$37.49, inclusive. The reporting person undertakes to provide to American Woodmark Corporation, any security holder of American

(3) 10 \$57.49, inclusive. The reporting person undertakes to provide to American woodmark Corporation, any security notice 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.

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.