AMERICAN WOODMARK CORP

Form 4

Common

Common

Stock

09/22/2015

09/23/2015

September 2	24, 2015										
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION								OMB APPROVAL			
	- UNITEL						DIVIDITION	OMB Number:	3235-0287		
Check the if no lon subject to	ger STATE									January 31, 2005	
Section 5	Saction 1		RITIES	tion l	Evolongo	A at of 1024	Estimated a burden hour response				
Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue. See Instruction 1(b). 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 A	2. Issuer France und Frence of Francis					5. Relationship of Reporting Person(s) to Issuer					
						(Check all applicable)					
(Last)	(First)	irst) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)					X Director 10% OwnerX Officer (give title Other (specify below)				
AMERICAN WOODMARK 00/22/2015						N OF THE BC	OARD				
(Street) 4. If Amendment, Filed(Month/Day/Y					_	al		6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
WINCHES	TER, VA 22601							Form filed by Moreon	ore than One Rep	porting	
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative	Secu	rities Acqu	ired, Disposed of,	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	ned 3. 4. Securities Acquired (A n Date, if Transactionor Disposed of (D) Code (Instr. 3, 4 and 5) Day/Year) (Instr. 8)					Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)		
Common Stock	09/22/2015			M	5,000	A	\$ 24.73	91,084	D		
Common Stock	09/22/2015			S	3,721 (1)	D	\$ 65.2738	87,363	D		

1,279 (1)

5,000

A

66.0155 86,084

\$ 24.73 91,084

(3)

D

D

S

M

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Stock

Common Stock	09/23/2015	S	2,422 (1)	D	\$ 65.7201 (4)	88,662	D
Common Stock	09/23/2015	S	1,605 (1)	D	\$ 66.9133 (5)	87,057	D
Common Stock	09/23/2015	S	973 <u>(1)</u>	D	\$ 67.5795 (6)	86,084	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employer Stock Option - Right to Buy	\$ 24.73	09/22/2015		M	5,000	06/10/2010	06/10/2019	Common Stock	5,000
Employer Stock Option - Right to Buy	\$ 24.73	09/23/2015		M	5,000	06/10/2010	06/10/2019	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners 2

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Director 10% Owner Officer Other

GUICHARD KENT AMERICAN WOODMARK CORPORATION 3102 SHAWNEE DRIVE WINCHESTER, VA 22601

X CHAIRMAN OF THE BOARD

Signatures

Elizabeth Lewis, Attorney-In-Fact

09/24/2015

**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 11, 2005 and last amended on August 20, 2012.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$64.73 to \$65.70, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$65.80 to \$66.24, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$65.29 to \$66.13, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$66.37 to \$67.35, 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 (5) to this Form 4.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$67.37 to \$67.76, 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 (6) 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.

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