AMERICAN WOODMARK CORP

Form 4 June 17, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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may continue.

See Instruction

Check this box

if no longer

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **BRANDT WILLIAM F**

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Issuer

Symbol

AMERICAN WOODMARK CORP

(Check all applicable)

[AMWD]

06/15/2010

(First) (Middle)

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

_X__ Director Officer (give title _X__ 10% Owner __ Other (specify

AMERICAN WOODMARK CORPORATION, 3102 SHAWNEE

(Street)

DRIVE

(Last)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

WINCHESTER, VA 22601

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	e Secu	rities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securi oner Dispo (Instr. 3,	sed of 4 and (A) or	` ′	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)
Common Stock	06/15/2010		S	500	D	\$ 22.2125	3,532,166 <u>(1)</u>	D	
Common Stock	06/15/2010		S	500	D	\$ 22.2196	3,531,666 (1)	D	
Common Stock	06/15/2010		S	1,000	D	\$ 21.651	3,530,666 (1)	D	
Common Stock	06/15/2010		S	1,000	D	\$ 21.6563	3,529,666 (1)	D	
	06/15/2010		S	2,000	D		3,527,666 (1)	D	

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Common Stock					\$ 21.7046		
Common Stock	06/15/2010	S	766	D	\$ 21.6686	3,526,900 (1)	D
Common Stock	06/15/2010	S	234	D	\$ 21.5867	3,526,666 (1)	D
Common Stock	06/15/2010	S	500	D	\$ 21.63	3,526,166 (1)	D
Common Stock	06/15/2010	S	500	D	\$ 21.6	3,525,666 (1)	D
Common Stock	06/15/2010	S	598	D	\$ 21.65	3,525,068 (1)	D
Common Stock	06/15/2010	S	402	D	\$ 21.61	3,524,666 (1)	D
Common Stock	06/15/2010	S	500	D	\$ 21.61	3,524,166 <u>(1)</u>	D
Common Stock	06/15/2010	S	500	D	\$ 21.622	3,523,666 (1)	D
Common Stock	06/15/2010	S	1,000	D	\$ 21.6704	3,522,666 (1)	D
Common Stock	06/15/2010	S	1,000	D	\$ 21.65	3,521,666 <u>(1)</u>	D
Common Stock	06/15/2010	S	1,000	D	\$ 21.64	3,520,666 (1)	D
Common Stock	06/15/2010	S	1,000	D	\$ 21.65	3,519,666 (1)	D
Common Stock	06/15/2010	S	1,000	D	\$ 21.6401	3,518,666 <u>(1)</u>	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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	re	Securities	(Instr. 5)	Bene
	Derivative				Securities	S	(Instr. 3 and 4)		Own
	Security				Acquired				Follo
					(A) or				Repo

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Disposed of (D) (Instr. 3, 4, and 5)

Code V (A) (D) Date Exercisable

Expiration Title Amount Date

or Number

of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships				
. 0	Director	10% Owner	Officer	Other	
BRANDT WILLIAM F					
AMERICAN WOODMARK CORPORATION	X	X			
3102 SHAWNEE DRIVE	Λ	Λ			
WINCHESTER, VA 22601					

Signatures

Debbie Bucklew, 06/16/2010 Attorney-in-Fact

**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).
- Includes 14,988 shares held by the Brandt Family Foundation and 140,000 shares owned by Mrs. Elaine Brandt, for which Mr. Brandt **(1)** disclaims voting interest, and 2,500 service-based restricted stock units which will vest 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.

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