

AMERICAN WOODMARK CORP

Form 4

December 14, 2004

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
*See* Instruction  
1(b).

**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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

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

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)

**AMERICAN WOODMARK  
CORPORATION, 3102 SHAWNEE  
DRIVE**

(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
**12/10/2004**

☒ Director ☒ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

**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 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	12/10/2004		S		273	D \$ 42.041	3,493,321 D
Common Stock	12/10/2004		S		322	D \$ 42.3	3,492,999 D
Common Stock	12/10/2004		S		1,105	D \$ 42.35	3,491,894 D
Common Stock	12/10/2004		S		300	D \$ 42.4	3,491,594 D
	12/13/2004		S		1,000	D	3,490,594 D

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Common Stock					\$ 42.311			
Common Stock	12/13/2004	S	1,000	D	\$ 42.15	3,489,594	D	
Common Stock	12/13/2004	S	200	D	\$ 42.061	3,489,394	D	
Common Stock	12/13/2004	S	400	D	\$ 42.08	3,488,994	D	
Common Stock	12/13/2004	S	400	D	\$ 42.295	3,488,594	D	
Common Stock	12/13/2004	S	1,400	D	\$ 42.105	3,487,194	D	
Common Stock	12/13/2004	S	300	D	\$ 42.21	3,486,894	D	
Common Stock	12/13/2004	S	300	D	\$ 42.31	3,486,594	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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(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. Transaction Code (Instr. 8)	5. Number of Derivative Securities 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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				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

X

X

## Signatures

Brenda Dupont,  
Attorney-in-fact

12/14/2004

\_\_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).

### Remarks:

Note: Stock ownership numbers have been adjusted for the September 2004 2 for 1 Stock Split.

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.