

AMERICAN WOODMARK CORP
 Form 4
 June 08, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Dunston Steven Cary

 (Last) (First) (Middle)
 AMERICAN WOODMARK CORPORATION, 3102 SHAWNEE DRIVE

 (Street)
 WINCHESTER, VA 22601

 (City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 AMERICAN WOODMARK CORP [AMWD]

3. Date of Earliest Transaction (Month/Day/Year)
 06/07/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 President & C.E.O.

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 (A) 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 Ownership (Instr. 4)
			Code	V	Amount or Price (A) or (D)		
Common Stock	06/07/2016		M		3,500 A \$ 36.74	D	
Common Stock	06/07/2016		M		2,500 A \$ 29.92	D	
Common Stock	06/07/2016		S		6,000 (1) D \$ 65.92	D	
Common Stock	06/08/2016		M		2,267 A \$ 29.92	D	
	06/08/2016		S		D 47,238	D	

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Common Stock	2,267 <u>(1)</u>	\$ 64.19
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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. Transaction Code (Instr. 8)	5. Number of Derivative Securities (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)	Amount or Number of Shares
Employer Stock Option - Right to Buy	\$ 36.74	06/07/2016		M	3,500	06/07/2014 06/07/2023	Common Stock	3,500
Employer Stock Option - Right to Buy	\$ 29.92	06/07/2016		M	2,500	06/06/2015 06/06/2024	Common Stock	2,500
Employer Stock Option - Right to Buy	\$ 29.92	06/08/2016		M	2,267	06/06/2015 06/06/2024	Common Stock	2,267

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dunston Steven Cary AMERICAN WOODMARK CORPORATION 3102 SHAWNEE DRIVE	X		President & C.E.O.	

WINCHESTER, VA 22601

Signatures

Elizabeth Lewis,
Attorney-In-Fact

06/08/2016

__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 September 8, 2015.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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