Edgar Filing: AMERICAN WOODMARK CORP - Form 4

AMERICAN WOODMARK CORP Form 4 December 02, 2013 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading BRANDT WILLIAM F Issuer Symbol AMERICAN WOODMARK CORP (Check all applicable) [AMWD] (Last) (First) (Middle) 3. Date of Earliest Transaction X_ Director X 10% Owner Other (specify Officer (give title (Month/Day/Year) below) below) AMERICAN WOODMARK 11/29/2013 CORPORATION, 3102 SHAWNEE DRIVE (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting WINCHESTER, VA 22601 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. 7. Nature of Indirect Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial any (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (\mathbf{I}) (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V Amount (D) Price \$ 1,000 Common 11/29/2013 S D 2,721,981 36.24 D (1) Stock (2) By Brandt Common 8,948 I Family Stock Foundation Common 140,000 I By Spouse 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)

2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Tit	le and	8. Price of	9. Nu
Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date		Amou	int of	Derivative	Deriv
or Exercise		any	Code	of	(Month/Day	/Year)	Under	rlying	Security	Secu
Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
Derivative				Securities			(Instr	. 3 and 4)		Owne
Security				Acquired						Follo
•				(A) or						Repo
				Disposed						Trans
				of (D)						(Instr
				(Instr. 3,						
				4, and 5)						
								Amount		
					Date	Expiration		or		
					Exercisable	-	Title			
			Code V	(A) (D)				Shares		
	Conversion or Exercise Price of Derivative	Conversion (Month/Day/Year) or Exercise Price of Derivative	Conversion(Month/Day/Year)Execution Date, ifor ExerciseanyPrice of(Month/Day/Year)Derivative	Conversion (Month/Day/Year) Execution Date, if Transaction or Exercise any Code Price of (Month/Day/Year) (Instr. 8) Derivative Security	Conversion or Exercise(Month/Day/Year)Execution Date, if anyTransactionNumber CodePrice of Derivative(Month/Day/Year)(Instr. 8)Derivative SecuritiesSecurityAcquired (A) or Disposed of (D) (Instr. 3,	Conversion (Month/Day/Year) Execution Date, if or Exercise any (Month/Day/Year) (Month/Day/Year) Code of (Month/Day Price of (Month/Day/Year) (Instr. 8) Derivative Security Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Exercisable	Conversion (Month/Day/Year) Execution Date, if or Exercise Price of (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 8) Derivative Security Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Expiration Exercisable Date	Conversion or Exercise (Month/Day/Year) Execution Date, if any TransactionNumber Code Expiration Date Amound Under Security Price of Derivative (Month/Day/Year) (Month/Day/Year) Instr. 8) Derivative Securities Security Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Expiration Title	Conversion or Exercise Price of Derivative Security(Month/Day/Year)Execution Date, if any (Month/Day/Year)TransactionNumber Code ofExpiration Date (Month/Day/Year)Amount of Underlying Securities (Instr. 8)Derivative SecuritySecurities (Month/Day/Year)Derivative Securities (A) or Disposed of (D) (Instr. 3, 4, and 5)Securities SecuritiesInstr. 9 Securities (Instr. 3) (Instr. 3)Instr. 3 (Instr. 3) (Instr. 3) (Instr. 3) (Instr. 3) (Instr. 3) (Instr. 3) (Instr. 3)Amount of (Instr. 3) (Instr. 3) (Instr. 3) (Instr. 3) (Instr. 3) (Instr. 3) (Instr. 3)Amount (Instr. 3) (Instr. 3) (Instr. 3) (Instr. 3) (Instr. 3) (Instr. 3) (Instr. 3) (Instr. 3) (Instr. 3)Amount (Instr. 3) (Instr. 3) (Instr. 3) (Instr. 3) (Instr. 3) (Instr. 3) (Instr. 3) (Instr. 3) 	Conversion or Exercise Price of Derivative Security(Month/Day/Year)Execution Date, if any (Month/Day/Year)Transactio-Number Ode (Instr. 8)Expiration Date (Month/Day/Year)Amount of Underlyme Securities (Instr. 5)Derivative Securities (Month/Day/Year)Amount of Underlyme (Instr. 5)Derivative Securities (Instr. 5)Amount of Underlyme Securities (Instr. 5)Derivative Securities (Instr. 5)Amount of Underlyme Securities (Instr. 5)Derivative Securities (Instr. 5)Amount of Of Securities (Instr. 5)Amount of Securities (Instr. 5)VerticeVerticeVerticeVerticeVerticeVerticeSecurities Securities (Instr. 3) (Instr. 3) (Instr. 3) (Instr. 3) (Instr. 3) (Instr. 3) (Instr. 3) (Instr. 3)Amount of Securities (Instr. 3) (Instr. 4)Image: Image:

Reporting Owners

Reporting Owner Name / Addres	Relationships						
	-	Director	10% Owner	Officer	Other		
BRANDT WILLIAM F AMERICAN WOODMARK CORPO 3102 SHAWNEE DRIVE WINCHESTER, VA 22601	RATION	X	Х				
Signatures							
Jan L. Symons, Attorney-In-Fact	12/02/2013	3					
**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 June 27, 2013.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$35.77 to \$36.40, 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.

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.