

AMERICAN WOODMARK CORP  
Form 8-K  
February 22, 2006

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

**Current Report**

**Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): February 22, 2006**

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**American Woodmark Corporation<sup>®</sup>**

(Exact name of registrant as specified in its charter)

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**Virginia**  
(State or other jurisdiction of  
incorporation or organization)

**0-14798**  
(Commission  
File Number)

**54-1138147**  
(IRS Employer  
Identification No.)

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3102 Shawnee Drive, Winchester, Virginia  
(Address of principal executive offices)

22601  
(Zip Code)

Registrant's telephone number, including area code: (540) 665-9100

Not applicable

(Former name or former address, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**American Woodmark Corporation**

**ITEM 2.02 RESULTS OF OPERATIONS AND FINANCIAL CONDITION**

On February 22, 2006, the Registrant issued a press release announcing results for the third quarter ended January 31, 2006. The press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

(C) Exhibits.

99.1 The Registrant's Press Release dated February 22, 2006.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**AMERICAN WOODMARK CORPORATION**

(Registrant)

/s/ JONATHAN H. WOLK

/s/ JAMES J. GOSA

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**Jonathan H. Wolk**

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**James J. Gosa**

**Vice President and Chief Financial Officer**

**Chairman & Chief Executive Officer**

Date: February 22, 2006

Date: February 22, 2006

Signing on behalf of the registrant and as principal financial officer

Signing on behalf of the registrant and as principal executive officer