Edgar Filing: AMERICAN WOODMARK CORP - Form 4

AMERICAN Form 4 April 09, 201	N WOODMARK	CORP	-								
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMMISSION	OMB AF OMB Number:	PROVAL 3235-0287	
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations TATEMENT Of Statement of Section 17(a) of the			F CHAN	GES IN SECUR	BENEF RITIES e Securi	T CI A	Exchange	e Act of 1934,	Expires: January 3 Expires: 20 Estimated average burden hours per response 0		
may cont <i>See</i> Instru 1(b).	linue.			vestment	-	-	-				
(Print or Type I	Responses)										
BRANDT WILLIAM F S:			Symbol AMER	r Name and ICAN WO			8	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First) (N	(First) (Middle) 3. Date of			ransaction			_X_ Director _X_ 10% Owner			
			(Month/Day/Year) 04/07/2015					Officer (give titleOther (specify below) below)			
Filed(Mor				onth/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			
	FER, VA 22601	(7:)						Person			
(City)(State)(Zip)T1.Title of Security2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, any (Month/Day/Year)		ned 1 Date, if	Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)					6. Connership I Form: Direct I (D) or C	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(msu: 1)		
Common Stock	04/07/2015			S	1,000 (1)	D	\$ 53.892 (2)	2,366,165	D		
Common Stock	04/08/2015			S	2,000 (1)	D	\$ 53.233 (<u>3)</u>	2,364,165	D		
Common Stock								140,000	I	By Spouse	

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.

 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 Exer	cisable and	7. Titl	e and	8. Price of	9. Nt
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amou	int of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration	Title	or Number		
						Exercisable	Date	The	of		
				Code V	(A) (D)				Shares		
				Coue v	(\mathbf{A}) (\mathbf{D})				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
To Porting Collect Autor Collection	Director	10% Owner	Officer	Other			
BRANDT WILLIAM F AMERICAN WOODMARK CORPOR 3102 SHAWNEE DRIVE WINCHESTER, VA 22601	RATION	X	Х				
Signatures							
Elizabeth Lewis, Attorney-In-Fact	04/09/201	15					
**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 December 17, 2014.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$53.80 to \$54.00, inclusive. The reporting person undertakes to provide to American Woodmark Corporation, any security holder of American 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.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$52.96 to \$53.50, inclusive. The reporting person undertakes to provide to American Woodmark Corporation, any security holder of American

(3) 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 (3) to this Form 4.

Edgar Filing: AMERICAN WOODMARK CORP - 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.