

AMERICAN WOODMARK CORP

Form 4

June 08, 2016

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

OMB APPROVAL

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Expires: January 31, 2005

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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  
SymbolAMERICAN WOODMARK CORP  
[AMWD]3. Date of Earliest Transaction  
(Month/Day/Year)  
06/07/20164. 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	(A) or (D) Price			
Common Stock	06/07/2016		M		3,500	A \$ 36.74	50,738	D	
Common Stock	06/07/2016		M		2,500	A \$ 29.92	53,238	D	
Common Stock	06/07/2016		S		6,000 <u>(1)</u>	D \$ 65.92	47,238	D	
Common Stock	06/08/2016		M		2,267	A \$ 29.92	49,505	D	
	06/08/2016		S			D	47,238	D	

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Common	2,267	\$
Stock	<u>(1)</u>	64.19

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 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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	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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