

Campbell Roger Perry
Form 4
June 06, 2018

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Campbell Roger Perry

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
561 SHADY ELM ROAD
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
06/04/2018

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
SVP & GM New Construction

WINCHESTER, VA 22602

4. If Amendment, Date Original
Filed(Month/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
Person

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	06/04/2018		A	2,006 (1)	A \$ 104.1 13,088	D	
Common Stock	06/05/2018		M	1,467	A \$ 57.11 14,555	D	
Common Stock	06/05/2018		S	984 (2)	D \$ 101.9246 13,571	D	
Common Stock	06/05/2018		S	200 (2)	D \$ 102.85 13,371	D	
Common Stock	06/05/2018		S	283 (2)	D \$ 103.9966 13,088	D	

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(5)

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)	Amount or Number of Shares
Employer Stock Option - Right to Buy	\$ 57.11	06/05/2018		M	1,467	06/05/2016 06/05/2025	Common Stock	1,467

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Campbell Roger Perry 561 SHADY ELM ROAD WINCHESTER, VA 22602	SVP & GM New Construction

Signatures

Logan Slusher,
Attorney-In-Fact 06/06/2018

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) Award of service-based restricted stock units, which will vest on June 4, 2020.

(2) Sales on this form were affected pursuant to 10b5-1 Sales Plan adopted by the reporting person on June 21, 2017.

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(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$101.45 to \$102.35, 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 (3) to this Form 4.

(4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$102.45 to \$103.25, 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 (4) to this Form 4.

(5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$103.65 to \$104.35, 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 (5) 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.

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