Dunston Steven Cary Form 4 June 12, 2012

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

on, D.C. 20549

Number:

Expires:

January 31,
2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimate burden is

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue.

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

See Instruction 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ^{*} 2. Issuer Name **and** Ticker or Trading

Dunston Steven Cary Sym

Symbol
AMERICAN WOODMARK CORP

5. Relationship of Reporting Person(s) to

Issuer

[AM

[AMWD]

(Check all applicable)

SVP Manufacturing & Logistics

[AMWD]

06/08/2012

(Last) (First) (Middle)

(Street)

(State)

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

____ Director ____ 10% Owner __X_ Officer (give title ____ Other (specify below)

AMERICAN WOODMARK CORPORATION, 3102 SHAWNEE

DRIVE

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

Pers

WINCHESTER, VA 22601

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

(City)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Zip)

3. 4. Securities
TransactionAcquired (A) or
Code Disposed of (D)
(Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Form: Direct Indirect
Beneficially (D) or Beneficial
Owned Indirect (I) Ownership
Following (Instr. 4) (Instr. 4)

D

(A) Reported Transaction(s) or Grand Alexander

or (Instr. 3 and 4)

Common Stock 06/08/2012 A 2,500 A \$ 0 28,198 ⁽¹⁾

Stock

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

(Month/Day/Year)

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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)

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1. Title of Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	A. Deemed Execution Date, if any (Month/Day/Year)	Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		Underlying Securit (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Employee Stock Option - Right-to-Buy	\$ 17.62	06/08/2012		A	20,000 (2)	06/08/2013	06/08/2022	Common Stock	20,0

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Dunston Steven Cary AMERICAN WOODMARK CORPORATION 3102 SHAWNEE DRIVE WINCHESTER, VA 22601

SVP Manufacturing & Logistics

Signatures

Debbie Bucklew, Attorney-In-Fact 06/12/2012

**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 the three-year anniversary of the grant date.
- (2) These options vest 1/3 on each of the first 3 anniversary dates of the grant and expire on the 10-year anniversary date of the grant.

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.

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