### Edgar Filing: AMERICAN WOODMARK CORP - Form 4

AMERICA Form 4 February 14	N WOODMARK	CORP									
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FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSIO Washington, D.C. 20549								OMMISSION	OMB Number:	3235-0287	
Check t if no los	ngar				Expires:	January 31, 2005					
subject Section Form 4	to SIAIE. 16. or	MENT OF	CHA	Estimated average burden hours per response							
Form 5 obligati may co <i>See</i> Inst 1(b).	ntinue. Fried put	(a) of the P	ublic U	Jtility Ho	olding Co	ompa	•	e Act of 1934, 1935 or Section 0	n		
(Print or Type	e Responses)										
1. Name and Address of Reporting Person <u>*</u> BRANDT WILLIAM F			2. Issuer Name <b>and</b> Ticker or Trading Symbol AMERICAN WOODMARK CORP [AMWD]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) AMERICA CORPORA DRIVE	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/12/2013					X Director Officer (give below)	title Ot below)	1% Owner her (specify		
	(Street)			nendment, I onth/Day/Ye	-	nal		6. Individual or Jo Applicable Line) _X_Form filed by 0	One Reporting I	Person	
WINCHES	STER, VA 22601							Form filed by M Person	fore than One F	eporung	
(City)	(State)	(Zip)	Tal	ble I - Non	-Derivativ	e Sec	urities Acqu	uired, Disposed of	, or Beneficia	ally Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution D any (Month/Day	ate, if	Code (Instr. 3, 4 and 5) ) (Instr. 8) (A)				Securities Beneficially Owned Following Reported Transaction(s)	OwnershipIndirectIlyForm:BeneficialDirect (D)Ownershipor Indirect(Instr. 4)(I)(I)		
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common Stock	02/12/2013			S	1,659 (1)	D	\$ 31.5751 (2)	2,975,922	D		
Common Stock	02/12/2013			S	341 <u>(1)</u>	D	\$ 32.0147 (3)	2,975,581	D		
Common Stock	02/13/2013			S	1,000 (1)	D	\$ 31.8161 (4)	2,974,581	D		

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Common Stock	16,488	I	By Brandt Family Foundation
Common Stock	140,000	Ι	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		4.	5.	6. Date Exerc		7. Titl		8. Price of	9. Nu
Derivative Security (Instr. 3)	Conversion or Exercise Price of	(Month/Day/Year)	any (Month/Day/Year)	Transactio Code (Instr. 8)	of Derivative			Amou Under Securi	lying ities	Derivative Security (Instr. 5)	Deriv Secur Bener
	Derivative Security				Securities Acquired (A) or Disposed of (D) (Instr. 3,			(Instr.	3 and 4)		Owne Follo Repo Trans (Instr
				Code V	4, and 5)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Addres	Relationships						
<b>FB</b>	Director	10% Owner	Officer	Other			
BRANDT WILLIAM F AMERICAN WOODMARK CORPO 3102 SHAWNEE DRIVE WINCHESTER, VA 22601	PRATION	Х	Х				
Signatures							
Debbie Bucklew, Attorney-In-Fact	02/14/20	)13					
**Signature of Reporting Person	Date						
Evolution of Poone	nooo						

### 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).

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(1) Sales on this form were affected pursuant to 10b5-1 Sales Plan adopted by the reporting person on December 10, 2012.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$31.00.00 to \$31.9600, 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.

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$32.0000 to \$32.0500, 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.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$31.6300 to \$32.0600, 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.

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.

(4)