## Edgar Filing: AMERICAN WOODMARK CORP - Form 4

AMERICAN Form 4 March 11, 2	N WOODMARK 016	CORP	-								
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION										PROVAL	
	UNITED	STATES					ANGE CO	OMMISSION	OMB Number:	3235-0287	
Check th if no lon subject t Section Form 4 o Form 5	ger o <b>STATEN</b> 16. or	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES								bires: January 31, 2005 imated average den hours per ponse 0.5	
Form 5 obligations may continue. See Instruction 1(b). 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)										
BRANDT WILLIAM F Syn			Symbol	er Name <b>an</b>			1	5. Relationship of Reporting Person(s) to Issuer			
	AMERICAN WOODMARK CORP [AMWD]					(Check all applicable)					
				/Day/Year)				X_ DirectorX_ 10% Owner Officer (give titleOther (specify below) below)			
				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			
WINCHES	TER, VA 22601						i	Form filed by Me Person	ore than One Re	porting	
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative	Secu	rities Acqu	ired, Disposed of,	or Beneficial	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deem Execution any (Month/Da	Date, if	Code (Instr. 8)	4. Securit pror Dispos (Instr. 3, Amount	sed of	(D)	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	03/09/2016			S	$200 \frac{(1)}{(1)}$	, í	\$ 67.325 (2)	2,107,865	D		
Common Stock	03/09/2016			S	800 (1)	D	\$ 68.2915 (3)	2,107,065	D		
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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transactio Code (Instr. 8)	<ol> <li>6. Date Exerc</li> <li>ctiorNumber Expiration Date</li> <li>of (Month/Day/Y)</li> <li>3) Derivative</li> <li>Securities</li> <li>Acquired</li> <li>(A) or</li> <li>Disposed</li> <li>of (D)</li> <li>(Instr. 3,</li> </ol>		ate	7. Titl Amou Under Secur (Instr.	ınt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
			Code V	4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
FB	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	03/11/20	16					
<u>**</u> 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, 2015.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$66.86 to \$67.79, 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 \$67.90 to \$68.86, 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.

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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.