

AMERICAN WOODMARK CORP  
 Form 4  
 June 16, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
**BRANDT WILLIAM F**

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)  
**AMERICAN WOODMARK CORPORATION, 3102 SHAWNEE DRIVE**

3. Date of Earliest Transaction (Month/Day/Year)  
**06/14/2011**

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

(Street)  
**WINCHESTER, VA 22601**

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------|
|                                 |                                      |                                                    |                                | (A) or (D)                                                        | Price                                                                                         |                                                          |                                            |
| Common Stock                    | 06/14/2011                           |                                                    | D                              | 1 <sup>(1)</sup>                                                  | \$ 17.01                                                                                      | D                                                        |                                            |
| Common Stock                    | 06/14/2011                           |                                                    | D                              | 800 <sup>(1)</sup>                                                | \$ 16.9675                                                                                    | D                                                        |                                            |
| Common Stock                    | 06/14/2011                           |                                                    | D                              | 1,000 <sup>(1)</sup>                                              | \$ 16.921                                                                                     | D                                                        |                                            |
| Common Stock                    | 06/14/2011                           |                                                    | D                              | 999 <sup>(1)</sup>                                                | \$ 16.92                                                                                      | D                                                        |                                            |
|                                 | 06/14/2011                           |                                                    | D                              | 700 <sup>(1)</sup>                                                | \$ 16.91                                                                                      | D                                                        |                                            |

|              |            |  |   |                      |   |           |                          |   |
|--------------|------------|--|---|----------------------|---|-----------|--------------------------|---|
| Common Stock |            |  |   |                      |   |           |                          |   |
| Common Stock | 06/14/2011 |  | D | 500 <sup>(1)</sup>   | D | \$ 16.846 | 3,502,519                | D |
| Common Stock | 06/14/2011 |  | D | 1,000 <sup>(1)</sup> | D | \$ 16.84  | 3,501,519                | D |
| Common Stock | 06/15/2011 |  | D | 1,000 <sup>(1)</sup> | D | \$ 16.8   | 3,500,519                | D |
| Common Stock | 06/15/2011 |  | D | 915                  | D | \$ 16.9   | 3,499,604                | D |
| Common Stock | 06/15/2011 |  | D | 85                   | D | \$ 16.8   | 3,499,519 <sup>(2)</sup> | D |

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 6) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|--------------------------------------------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable                                         | Expiration Date                                               | Title                                      | Amount or Number of Shares                                                                       |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other

BRANDT WILLIAM F  
AMERICAN WOODMARK CORPORATION  
3102 SHAWNEE DRIVE  
WINCHESTER, VA 22601

X                      X

## Signatures

Debbie Bucklew,  
Attorney-In-Fact

06/16/2011

\_\_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) Shares sold by Brandt Family Foundation.

(2) Includes 16,488 shares held by the Brandt Family Foundation and 140,000 shares owned by Mrs. Elaine Brandt, for which Mr. Brandt disclaims voting interest.

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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