Edgar Filing: AMERICAN WOODMARK CORP - Form 4

Form 4	WOODMARK	CORP	Ū									
August 27, 2012 FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington D.C. 20549									APPROVAL 3235-0287			
Check thi if no long subject to Section 1 Form 4 or Form 5 obligation may cont <i>See</i> Instru 1(b).	6. Filed pur Social Section 17(a	suant to S a) of the l	Washington, D.C. 20549 F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Section 16(a) of the Securities Exchange Act of 1934, Public Utility Holding Company Act of 1935 or Section of the Investment Company Act of 1940							Expires: January 31 Expires: 2005 Estimated average burden hours per response 0.5		
(Print or Type F	Responses)											
1. Name and A BRANDT W	2. Issuer Name and Ticker or Trading Symbol AMERICAN WOODMARK CORP [AMWD]					5. Relationship of Reporting Person(s) to IssuerP (Check all applicable)						
	(First) (N N WOODMARK TION, 3102 SHA	3. Date of (Month/D 08/23/20	-	ransaction			X_ DirectorX_ 10% Owner Officer (give title below) Other (specify below)					
				nendment, Date Original Ionth/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)	Tabl	e I - Non-D	Derivative	Secur	ities A	cquired, Disposed	of, or Benefic	ially Owned		
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Da any (Month/Day/		n Date, if	3. Transactic Code (Instr. 8)	4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock	08/23/2012			Code V A	Amount 2,500 (1)	(D) A	Price \$ 0	(Instr. 3 and 4) 3,246,031 (2)	D			
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	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Tit	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date		Amou	int of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr	. 3 and 4)		Owne
	Security				Acquired						Follo
	-				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title	Number		
				<u> </u>					of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
BRANDT WILLIAM F AMERICAN WOODMARK CORPOR 3102 SHAWNEE DRIVE WINCHESTER, VA 22601	ATION	X	Х				
Signatures							
Debbie Bucklew, Attorney-In-Fact	08/27/20	12					
**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 August 15, 2014.

(2) Includes 2,500 shares acquired upon the conversion of restricted stock units that vested on August 15, 2012.

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.