

Edgar Filing: AMERICAN WOODMARK CORP - Form SC 13G

AMERICAN WOODMARK CORP  
Form SC 13G  
February 13, 2004

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. \_\_\_\_\_) \*

American Woodmark Corporation

-----  
(Name of Issuer)

Common Stock

-----  
(Title of Class of Securities)

030506109

-----  
(CUSIP Number)

December 31, 2003

-----  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 030506109  
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1. Name of Reporting Person

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S.S. or I.R.S. Identification No. of Above Person

Columbia Wanger Asset Management, L.P. 36-3820584

2. Check the Appropriate Box If a Member of a Group\* (a)   
Not Applicable (b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

NUMBER OF  
SHARES  
BENEFICIALLY

None

6. Shared Voting Power

OWNED BY  
EACH  
REPORTING

594,000

7. Sole Dispositive Power

PERSON  
WITH

None

8. Shared Dispositive Power

594,000

9. Aggregate Amount Beneficially Owned by Each Reporting Person

594,000

10. Check Box If the Aggregate Amount in Row (9) Excludes Certain Shares\*

Not Applicable

11. Percent of Class Represented by Amount in Row (9)

7.4%

12. Type of Reporting Person (See Instructions)

IA

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1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person

WAM Acquisition GP, Inc.

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2. Check the Appropriate Box If a Member of a Group\* (a)   
Not Applicable (b)

3. SEC Use Only

4. Citizenship or Place of Organization  
Delaware

5. Sole Voting Power  
None

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

6. Shared Voting Power  
594,000

7. Sole Dispositive Power  
None

8. Shared Dispositive Power  
594,000

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
594,000

10. Check Box If the Aggregate Amount in Row (9) Excludes Certain Shares\*  
Not Applicable

11. Percent of Class Represented by Amount in Row (9)  
7.4%

12. Type of Reporting Person (See Instructions)  
CO

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1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person  
Columbia Acorn Trust

2. Check the Appropriate Box If a Member of a Group\* (a)   
Not Applicable (b)

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3. SEC Use Only

4. Citizenship or Place of Organization

Massachusetts

5. Sole Voting Power

NUMBER OF  
SHARES  
BENEFICIALLY

None

6. Shared Voting Power

OWNED BY  
EACH  
REPORTING

452,000

7. Sole Dispositive Power

PERSON  
WITH

None

8. Shared Dispositive Power

452,000

9. Aggregate Amount Beneficially Owned by Each Reporting Person

452,000

10. Check Box If the Aggregate Amount in Row (9) Excludes Certain Shares\*

Not Applicable

11. Percent of Class Represented by Amount in Row (9)

5.6%

12. Type of Reporting Person (See Instructions)

IV

Item 1(a) Name of Issuer:

American Woodmark Corporation

Item 1(b) Address of Issuer's Principal Executive Offices:

3102 Shawnee Drive  
Winchester, VA 22601

Item 2(a) Name of Person Filing:

Columbia Wanger Asset Management, L.P. ("WAM")  
WAM Acquisition GP, Inc., the general partner of WAM  
("WAM GP")  
Columbia Acorn Trust ("Acorn")

Item 2(b) Address of Principal Business Office:

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WAM, WAM GP, and Acorn are located at:

227 West Monroe Street, Suite 3000  
Chicago, Illinois 60606

Item 2(c) Citizenship:

WAM is a Delaware limited partnership; WAM GP is a Delaware corporation; Acorn is a Massachusetts business trust.

Item 2(d) Title of Class of Securities:

Common Stock

Item 2(e) CUSIP Number:

030506109

Item 3 Type of Person:

(d) Acorn is an Investment Company under section 8 of the Investment Company Act.

(e) WAM is an Investment Adviser registered under section 203 of the Investment Advisers Act of 1940; WAM GP is the General Partner of the Investment Adviser.

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Item 4 Ownership (at December 31, 2003):

(a) Amount owned "beneficially" within the meaning of rule 13d-3:

594,000

(b) Percent of class:

7.4% (based on 8,067,107 shares outstanding as of December 11, 2003)

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote: none

(ii) shared power to vote or to direct the vote:  
594,000

(iii) sole power to dispose or to direct the disposition of: none

(iv) shared power to dispose or to direct disposition of: 594,000

Item 5 Ownership of Five Percent or Less of a Class:

Not Applicable

Item 6 Ownership of More than Five Percent on Behalf of Another Person:

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The shares reported herein have been acquired on behalf of discretionary clients of WAM, including Acorn. Persons other than WAM and WAM GP are entitled to receive all dividends from, and proceeds from the sale of, those shares. Acorn is the only such person known to be entitled to all dividends from, and all proceeds from the sale of, shares reported herein to the extent of more than 5% of the class.

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company:

Not Applicable

Item 8 Identification and Classification of Members of the Group:

Not Applicable

Item 9 Notice of Dissolution of Group:

Not Applicable

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Item 10 Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 13, 2004

The undersigned corporation, on the date above written, agrees and consents to the joint filing on its behalf of this Schedule 13G in connection with its beneficial ownership of the security reported herein.

WAM Acquisition GP, Inc.  
for itself and as general partner of  
COLUMBIA WANGER ASSET MANAGEMENT, L.P.

By: /s/ Bruce H. Lauer

-----  
Bruce H. Lauer  
Senior Vice President and Secretary

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The undersigned trust, on the date above written, agrees and consents to the joint filing on its behalf of this Schedule 13G in connection with its beneficial ownership of the security reported herein.

COLUMBIA ACORN TRUST

By: /s/ Bruce H. Lauer

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Bruce H. Lauer  
Vice President, Treasurer and  
Secretary

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Exhibit Index

Exhibit 1 Joint Filing Agreement dated as of February 13, 2004 by and among Columbia Wanger Asset Management, L.P., WAM Acquisition GP, Inc. and Columbia Acorn Trust.

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EXHIBIT 1

JOINT FILING AGREEMENT

The undersigned hereby agree to the joint filing of the Schedule 13G to which this Agreement is attached.

Dated: February 13, 2004

WAM Acquisition GP, Inc.  
for itself and as general partner of  
COLUMBIA WANGER ASSET MANAGEMENT, L.P.

By: /s/ Bruce H. Lauer

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Bruce H. Lauer  
Senior Vice President and Secretary

COLUMBIA ACORN TRUST

By: /s/ Bruce H. Lauer

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Bruce H. Lauer  
Vice President, Treasurer and  
Secretary

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