

AMERICAN WOODMARK CORP
Form DEF 14A
July 14, 2004

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No. __)

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

AMERICAN WOODMARK

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(1) Amount Previously Paid:

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(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

3102 Shawnee Drive

Winchester, Virginia 22601

Notice of Annual Meeting of Shareholders

TO THE SHAREHOLDERS OF

AMERICAN WOODMARK CORPORATION:

The Annual Meeting of Shareholders (Annual Meeting) of American Woodmark Corporation (the Company) will be held at the Hampton Inn Conference Center at 1204 Berryville Avenue, Winchester, Virginia, on Thursday, August 26, 2004, at 9:00 a.m., Eastern Daylight Time, for the following purposes:

1. To elect nine directors to serve a one-year term on the Company s Board of Directors;
2. To ratify the selection by the Board of Directors of KPMG LLP as independent registered public accounting firm of the Company for the fiscal year ending April 30, 2005;
3. To consider and vote upon the Company s 2004 Stock Incentive Plan for Employees; and
4. To transact such other business as may properly come before the Annual Meeting or any adjournments thereof.

Only shareholders of record of shares of the Company s common stock at the close of business on June 28, 2004 will be entitled to vote at the Annual Meeting or any adjournments thereof.

Regardless of whether or not you plan to attend the Annual Meeting, please complete the enclosed proxy, including signature and date, and promptly return it in the enclosed envelope. If for any reason you desire to revoke your proxy, you may do so at anytime before it is voted.

All shareholders are cordially invited to attend the Annual Meeting.

By Order of the Board of Directors

KENT B. GUICHARD

Secretary

July 14, 2004

AMERICAN WOODMARK CORPORATION

3102 Shawnee Drive

Winchester, Virginia 22601

Proxy Statement

Voting Rights, Procedures and Solicitation

Proxy Solicitation

This Proxy Statement, mailed to shareholders on or about July 16, 2004, is furnished in connection with the solicitation by American Woodmark Corporation (the Company) of proxies in the accompanying form for use at the Annual Meeting of Shareholders to be held on August 26, 2004, at 9:00 a.m., Eastern Daylight Time, and at any adjournments thereof. A copy of the annual report of the Company for the fiscal year ended April 30, 2004 is being mailed to you with this Proxy Statement.

In addition to the solicitation of proxies by mail, the Company's officers and other employees, without additional compensation, may solicit proxies by telephone, facsimile, and personal interview. The Company will bear the cost of all solicitation. The Company also will request brokerage houses and other custodians, nominees, and fiduciaries to forward soliciting material to the beneficial owners of Common Stock held of record date by those parties and will reimburse those parties for their expenses in forwarding soliciting material.

Record Date and Voting Rights

On June 28, 2004, the record date for determining the shareholders entitled to vote at the Annual Meeting, there were 8,228,610 shares of common stock of the Company outstanding and entitled to vote. Each such share of common stock entitles the holder thereof to one vote.

Revocability and Voting of Proxy

A form of proxy for use at the Annual Meeting and a return envelope for the proxy are enclosed. Any shareholder who provides a proxy may revoke such proxy at any time before it is voted. Proxies may be revoked by filing with the Secretary of the Company written notice of revocation which bears a later date than the date of the proxy, by duly executing and filing with the Secretary of the Company a later dated proxy relating to the same shares or, by attending the Annual Meeting and voting in person.

Votes will be tabulated by one or more inspectors of election. A proxy, if executed and not revoked, will be voted for the election of the nominees for director named herein; for the ratification of KPMG LLP as independent registered public accounting firm of the Company for fiscal year 2005; and for the adoption of the Company's 2004 Stock Incentive Plan for Employees unless otherwise specified by the shareholder.

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A majority of the total votes entitled to be cast on matters to be considered at the Annual Meeting constitutes a quorum. If a share is represented for any purpose at the Annual Meeting, it is deemed to be present for quorum purposes and for all other matters as well. Abstentions and shares held of record by a broker or its nominee (Broker Shares) that are voted on any matter are included in determining the number of votes present or represented at the Annual Meeting. However, Broker Shares that are not voted on any matter at the Annual Meeting will not be included in determining whether a quorum is present at such meeting.

The election of each nominee for director requires the affirmative vote of the holders of shares representing a plurality of the votes cast in the election of directors. Votes that are withheld and Broker Shares that are not voted in the election of directors will not be included in determining the number of votes cast and, therefore, will have no effect on the election of directors. Actions on all other matters to come before the meeting will be approved if the votes cast in favor of the action exceed the votes cast against it. Abstentions and Broker Shares that are not voted are not considered cast either for or against a matter and, therefore, will have no effect on the outcome.

ITEM 1 - ELECTION OF DIRECTORS

The Board, currently comprised of nine members, has nominated nine persons for election as directors. Unless otherwise specified, the enclosed proxy will be voted in favor of the persons named below to serve until the next annual meeting and until their successors are elected and qualified. Each of the nominees listed below is presently a director of the Company and was elected by shareholders at the last Annual Meeting for a term expiring at the 2004 Annual Meeting. Mr. C. Anthony Wainwright is not included for reelection due to his death in October 2003.

Although the Company anticipates all of the nominees named below will be able to serve, if at the time of the Annual Meeting any nominees are unable or unwilling to serve, shares represented by properly executed proxies will be voted at the discretion of the persons named therein for such other person or persons as the Board of Directors may designate.

NOMINEES

Name	Age	Principal Occupation(s) During the Last Five Years and Directorship(s) in Public Companies	Director of Company Since
William F. Brandt, Jr.	58	Company Chairman and Executive Officer from 1996 to present	1980
Daniel T. Carroll	78	Chairman from 1995 to present of the Carroll Group, Inc. (a management consulting firm); Director, Woodhead Industries, Inc. and Oshkosh Truck Corp.	1986
James J. Gosa	57	Company President and Chief Executive Officer from 1996 to present	1995
Martha M. Dally	53	Chief Customer Officer June 2003 to present; Senior Vice President from May 2002 to June 2003, Business Development, Sara Lee Apparel, Europe; Vice President from August 2001 to May 2002 of Target Customer Business Team; Executive Vice President, Personal Products from 1994 to August 2001 of Sara Lee Corporation (a manufacturer and marketer of consumer products)	1995
Kent B. Guichard	48	Company Executive Vice President from May 2004 to present; Senior Vice President and Chief Financial Officer from 1999 to April 2004; Corporate Secretary from 1997 to present	1997
Kent J. Hussey	58	President and Chief Operating Officer from 1998 to present of Rayovac Corporation (a manufacturing company); Director, Rayovac Corporation	1999
James G. Davis	45	President and Chief Executive Officer from June 1979 to present of James G. Davis Construction Corporation (a commercial general contractor)	2002

Name	Age	Principal Occupation(s) During	Director of Company Since
		the Last Five Years and Directorship(s) in Public Companies	
G. Thomas McKane	60	Chairman and CEO from January 2004 to present; President and Chief Executive Officer from May 2000 to January 2004 of A.M. Castle & Company (specialty metal wholesaler); Senior Vice President Emerson Company October 1998 to May 2000; Director, A.M. Castle & Co. and Woodhead Industries, Inc.	2003
Neil P. DeFeo	58	President and Chief Executive Officer from 1997 to 2003 of Remington Products Company (a manufacturer of small electric appliances); Director, Cluett America (a textile manufacturer) and Rayovac Corporation (a manufacturing company)	2003

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth information regarding shares of common stock beneficially owned as of June 28, 2004 by (i) each person who is known by the Company to beneficially own more than five percent of the outstanding shares of common stock, (ii) each director and director nominee of the Company, (iii) each named executive officer (as identified in the Compensation of Executive Officers section of this proxy statement under the heading "Summary Compensation Table"), and (iv) the directors and executive officers as a group. Unless otherwise noted, and to the best knowledge of the Company, each of the shareholders listed below has sole voting power and sole investment power with respect to the number of shares set forth opposite the shareholder's name. The addresses of the shareholders listed below who own more than five percent of the outstanding shares of common stock are: Mr. William F. Brandt, Jr., 3102 Shawnee Drive, Winchester, VA 22601; Ms. Mary Jo Stout, PO Box 60, Mayville, MI 48744; Columbia Wanger Asset Management, LP, 227 West Monroe Street Suite 3000, Chicago, IL 60606-5016; and Royce & Associates, LLC, 1414 Avenue of America, New York, NY 10019.

Name	Number of Shares Beneficially Owned	Aggregate
		Percent of Class
William F. Brandt, Jr. ⁽¹⁾	1,971,483	24.0%
Mary Jo Stout ⁽²⁾	768,036	9.3%
Columbia Wanger Asset Management, LP ⁽³⁾	609,000	7.4%
Royce & Associates, LLC ⁽⁴⁾	531,094	6.5%
James J. Gosa ⁽⁵⁾	315,622	3.8%
David L. Blount ⁽⁶⁾	154,059	1.9%
Ian J. Sole ⁽⁷⁾	59,237	*
Kent B. Guichard ⁽⁸⁾	52,820	*
Daniel T. Carroll ⁽⁹⁾	13,764	*
Martha M. Dally ⁽¹⁰⁾	7,300	*
Neil P. DeFeo	5,000	*
Fred S. Grunewald ⁽¹¹⁾	2,642	*
Kent J. Hussey ⁽¹²⁾	2,000	*

Name	Number of Shares Beneficially Owned	Aggregate
		Percent of Class
C. Anthony Wainwright ⁽¹³⁾	666	*
G. Thomas McKane	700	*
James G. Davis ⁽¹⁴⁾	673	*
All directors and executive officers as a group (11 persons) ⁽¹⁵⁾	2,583,324	31.4%

* Indicates less than 1%.

- (1) Includes 145,200 shares held by Mr. Brandt as trustee for the benefit of his children, 24,994 shares held by the Brandt Family Foundation to which Mr. Brandt has shared voting power and dispositive power, and stock options exercisable on June 28, 2004 or within 60 days thereafter by Mr. Brandt for 7,000 shares. Excludes 30,976 shares held by Mr. Brandt's spouse as trustee for the benefit of their children, and 20,000 shares owned directly by his spouse. Mr. Brandt disclaims beneficial ownership of such shares.
- (2) Includes 10,000 shares held by Ms. Stout as trustee for the benefit of her children, 120,032 shares held by her brother as trustee for the benefit of Ms. Stout, and 5,500 shares held by the Holcomb Family Foundation.
- (3) The beneficial ownership information for Columbia Wanger Asset Management, LP is based upon the Schedule 13F-HR/A filed with the SEC on June 18, 2004. Columbia Wanger Asset Management, LP has shared voting and dispositive powers with respect to 609,000 shares.
- (4) The beneficial ownership information for Royce & Associates, LLC is based upon the Schedule 13F-HR filed with the SEC on May 12, 2004. Royce & Associates, LLC has shared voting and dispositive powers with respect to 531,094 shares.
- (5) Includes stock options exercisable on June 28, 2004 or within 60 days thereafter by Mr. Gosa for 273,000 shares.
- (6) Includes 4,723 shares held by the Windcrest Foundation, Inc., stock options exercisable on June 28, 2004 or within 60 days thereafter by Mr. Blount for 20,000 shares and 2,100 shares owned by his spouse.
- (7) Includes stock options exercisable on June 28, 2004 or within 60 days thereafter by Mr. Sole for 55,000 shares.
- (8) Includes stock options exercisable on June 28, 2004 or within 60 days thereafter by Mr. Guichard for 45,000 shares.
- (9) Includes stock options exercisable on June 28, 2004 or within 60 days thereafter by Mr. Carroll for 2,000 shares.
- (10) Includes 300 shares held by Ms. Dally as Trustee for the R. Dally Family Trust and stock options exercisable on June 28, 2004 or within 60 days thereafter by Ms. Dally for 1,000 shares.
- (11) Mr. Grunewald retired from the Company's Board of Directors in August 2003.
- (12) Includes stock options exercisable on June 28, 2004 or within 60 days thereafter by Mr. Hussey for 1,000 shares.

- (13) Mr. Wainwright served on the Company's Board of Directors until his death in October 2003.
- (14) Includes stock options exercisable on June 28, 2004 or within 60 days thereafter by Mr. Davis for 333 shares.
- (15) Includes stock options exercisable on June 28, 2004 or within 60 days thereafter for an aggregate of 404,333 shares.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Securities Exchange Act of 1934 requires the Company's directors and officers, and persons who beneficially own more than ten percent of a registered class of the Company's equity securities (including common stock), to file with the Securities and Exchange Commission (SEC) initial reports of ownership and reports of changes in ownership of common stock and other equity securities of the Company. Officers, directors, and greater than ten percent beneficial owners are required by SEC rules to furnish the Company with copies of all Section 16(a) reports they file with the SEC.

Based solely upon a review of Forms 3, 4, and 5 (and amendments thereto) furnished to us during or in respect of the fiscal year ended April 30, 2004, we are not aware of any director, executive officer or greater than 10% holder who has not timely filed reports required by Section 16(a) of the Exchange Act during or in respect of such fiscal year, except for the inadvertent late Form 4 reporting by Mr. Gosa of 220 shares gifted on 12/30/97, 350 shares gifted on 10/25/00, and 460 shares gifted on 12/21/01. The Form 4 transactions have been reported on Form 5.

CERTAIN INFORMATION CONCERNING THE

BOARD OF DIRECTORS AND ITS COMMITTEES

Board Independence

On an annual basis the Board reviews the independence of all directors and affirmatively makes a determination as to the independence of each director. The Board adopted an independence standard which complies with Rule 4200(a)(15) of the NASDAQ corporate governance listing standards and determined that a majority of its directors are independent within the meaning of independence standards as set forth by Rule 4200(a)(15) of the NASDAQ Corporate Governance Listing Standards and with all subsequent requirements as amended. The independent directors are: Mr. Carroll, Mr. Hussey, Ms. Dally, Mr. Davis, Mr. DeFeo, and Mr. McKane.

Communication with the Board of Directors

Any shareholder wishing to contact the Board of Directors, the independent directors as a group, or any individual director may do so in writing by sending a self-addressed, stamped letter to:

Chairman, Nominating and Governance Committee

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c/o Corporate Secretary

American Woodmark Corporation

3102 Shawnee Drive

Winchester, Virginia 22601

The Corporate Secretary will review all such written correspondence and forward to the Committee a summary of all correspondence that deals with the functions of the Board or its committees or that the Corporate Secretary otherwise determines requires the attention of the Committee.

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The Committee will review and regularly provide the Board of Directors with a summary of the communications received from shareholders and the actions taken or recommended to be taken if it requires approval of the full Board as a result of such communications. Directors may, at any time, review a log of all correspondence received by the Company which is addressed to members of the Board and may request copies of any such correspondence.

Board and Committee Meetings

The Board of Directors held six regular meetings during the fiscal year ended April 30, 2004. The Board of Directors has a Compensation Committee, an Audit Committee, and a Nominating and Governance Committee. During fiscal year 2004 all of the Board members attended at least 75% of the total number of Board meetings and meetings of all committees of the Board held during periods which they were members of the Board or such committees, except for Mr. Wainwright who, due to his death, attended 50% and Mr. DeFeo who attended 67% of Board and committee meetings. Independent directors meet on a regular basis without the management directors present to discuss a variety of matters regarding the Company's performance and operations. The Board of Directors believes that attendance at American Woodmark Corporation's Annual Meeting of Shareholders demonstrates a commitment to the Company, responsibility and accountability to the shareholders, and support of management and employees. Therefore, it is a policy of the Board that all members attend the Annual Meeting of Shareholders. All members of the Board attended last year's Annual Meeting of Shareholders, except for Mr. Wainwright.

Compensation Committee

The Compensation Committee is composed of Ms. Dally, Mr. Davis, and Mr. DeFeo. Ms. Dally serves as Chairperson of the Compensation Committee. The Compensation Committee adopted an independence standard which complies with the independence requirements of the NASDAQ corporate governance listing standards. All members have been determined by the Board of Directors to be independent and meet the independence requirements of the NASDAQ listing standards. The Compensation Committee determines awards under and administers the Company's 1996 and 1999 Stock Option Plans for Employees and the Company's Shareholder Value Plan for Employees. The Committee also reviews the compensation of executive officers of the Company. The Compensation Committee met four times during fiscal year 2004. The Board of Directors has adopted a charter for the Committee which is available at www.americanwoodmark.com.

Audit Committee

The Audit Committee is composed of Mr. Hussey, Mr. Carroll, and Mr. McKane. Mr. Hussey serves as the Chairperson of the Audit Committee. All members have been determined by the Board of Directors to be independent and meet the Audit Committee independence requirements of the NASDAQ listing standards. At least one member must be an audit committee financial expert and have accounting or related financial management expertise as required by the SEC. The Board of Directors has determined that all of the current members of the Audit Committee satisfy the requirements of a financial expert within the meaning of the SEC rules, and has identified that each member is considered a financial expert. The Audit Committee reviews and reports to the Board with respect to various auditing and accounting matters, including the selection and fees of the Company's independent auditors, the scope of both internal and independent audit procedures, the nature of services to be performed by the independent auditors, and the Company's accounting practices. The Audit Committee is governed by a written charter approved by the Board of Directors. A copy of this charter is included in Appendix A. The Audit Committee met four times during fiscal year 2004.

Nominating and Governance Committee

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The Nominating and Governance Committee is composed of Mr. Carroll, Mr. Hussey, and Mr. DeFeo. Mr. Carroll serves as Chairperson of the Committee. The Nominating and Governance Committee adopted an independence standard which complies with the independence requirements of the NASDAQ corporate governance listing standards. All members have been determined by the Board to be independent and meet the independence requirements of the NASDAQ listing standards. The Nominating and Governance Committee is

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responsible for recruiting and nominating new directors, appointing committees and chairs, reviewing the performance of each director a minimum of once every three years, reviewing the performance of the Board, and exploring ways to improve the effectiveness of the Board. The Committee met three times during fiscal year 2004. The Board of Directors has adopted a charter for the Committee which is available at www.americanwoodmark.com.

Corporate Governance

The Board of Directors has adopted a Code of Business Conduct and Ethics for directors, officers and employees of American Woodmark Corporation. Additionally, the Board has adopted a Code of Business Conduct and Ethics for the Chief Executive Officer and Senior Financial Officers. Each code sets forth and summarizes certain policies of the Company related to legal compliance and ethical business practices. The codes are intended to comply with the listing standards as set forth by NASDAQ. Any amendments to, or waivers from any provisions that apply to our directors or executive officers, including our Chief Executive Officer, Chief Financial Officer, Controller, and Treasurer, will be promptly posted on our Web site at www.americanwoodmark.com. No amendments or waivers were requested or granted during the year ended April 30, 2004.

You can find links to both Codes of Business Conduct and Ethics at the Company's Web site www.americanwoodmark.com.

Report of the Audit Committee

The Audit Committee is composed of independent directors as defined by Rule 4200(a)(15) of the listing standards of the National Association of Securities Dealers. The Audit Committee oversees the Company's financial reporting process on behalf of the Board of Directors. Management has the primary responsibility for the financial statements and the reporting process including the systems of internal controls. In fulfilling its oversight responsibilities, the Committee reviewed the audited financial statements in the Annual Report with management including a discussion of the quality, not just the acceptability, of the accounting principles, the reasonableness of significant judgments, and the clarity of disclosures in the financial statements.

The Committee reviewed with the independent auditors, who are responsible for expressing an opinion on the conformity of those audited financial statements with accounting principles generally accepted in the United States, their judgments as to the quality, not just the acceptability, of the Company's accounting principles and such other matters as are required to be discussed with the Committee under auditing standards generally accepted in the United States. In addition, the Committee has discussed with the independent auditors the auditors independence from management and the Company, including the matters in the written disclosures required by the Independence Standards Board, and considered the compatibility of non-audit services with the auditors' independence.

The Committee discussed with the Company's internal and independent auditors the overall scope and plans for their respective audits. The Committee meets with the internal and independent auditors, with and without management present, to discuss the results of their examinations, their evaluations of the Company's internal controls, and the overall quality of the Company's financial reporting.

In reliance on the reviews and discussions referred to above, the Committee has approved that the audited financial statements be included in the Annual Report on Form 10-K for the year ended April 30, 2004 for filing with the Securities and Exchange Commission. The Committee and the Board have also recommended, subject to shareholder approval, the selection of KPMG LLP as the Company's independent registered public accounting firm for fiscal 2005.

Kent J. Hussey, Chairperson

Daniel T. Carroll

G. Thomas McKane

June 18, 2004

Compensation of the Board

Non-employee directors receive an annual retainer of \$21,250. Directors who are also employees of the Company do not receive any compensation for their membership on the Board. The Company bears the cost of all travel expenses associated with each director's performance of his or her responsibilities.

In August 2000 shareholders approved the 2000 Non-Employee Directors Stock Option Plan (the "2000 Directors Plan"). The 2000 Directors Plan replaces the 1995 Non-Employee Directors Stock Option Plan which expired August 31, 1999. Each non-employee director automatically receives upon his or her initial election by shareholders to the Board an option to acquire 1,000 shares of common stock under the Company's 2000 Directors Plan. Each year thereafter, eligible directors are automatically granted an option to acquire an additional 1,000 shares of common stock. The exercise price for each option granted under the 2000 Directors Plan is 100% of the fair market value of common stock on the date of the grant. Options granted under the 2000 Directors Plan have a term of four years and are exercisable as to one-third of the shares on the first anniversary of the date of grant and as to an additional one-third on each succeeding anniversary of the date of grant. During the last fiscal year, Messrs. Carroll, Wainwright, Hussey, Davis, McKane, DeFeo, and Ms. Dally were each granted options to purchase 1,000 shares at an exercise price of \$50.98 per share.

Each non-employee director is also eligible to participate in the Company's Shareholder Value Plan for Non-Employee Directors. The plan authorizes the Compensation Committee to grant award units to non-employee directors. Each unit awarded under the plan permits its holder to receive a cash payment if the Company's total shareholder return for a three-year performance period, when expressed as a percentage and compared with the total shareholder return for an index (the "Index") for that period, falls within a ranking scale between the 50th percentile and the 90th percentile of the companies in the Index. The Index applicable to each award is determined by the Compensation Committee at the time of the initial grant and may be the S&P Household Durables Index, the Russell 2000 Index or any other similar nationally recognized index which the Compensation Committee determines constitutes a group of companies comparable with the Company. Total shareholder return is defined as the increase in the average trading price of a share of common stock during the month in which the three-year performance period ends, divided by the average trading price of a share of common stock during the month preceding the first day of the three-year performance period, plus the value of dividends or other distributions with respect to a share of common stock during the performance period and expressed as an annualized rate of return for the performance period.

The Compensation Committee granted three award units to each of Messrs. Carroll, DeFeo, McKane, Hussey, Davis, and Ms. Dally for a performance period beginning on September 1, 2003 and ending on August 31, 2006. The Compensation Committee selected the Russell 2000 Index as the Index for comparing total shareholder return for the performance period. The Compensation Committee assigned a value of \$500 for each award unit if the Company's total shareholder return is at the 50th percentile ranking, a value of \$3,000 if total shareholder return is at or greater than the 90th percentile ranking and intermediate values for rankings between the 50th and 90th percentiles. Therefore, if the Company's total shareholder return for the performance period described above equals the 50th percentile of total shareholder return for the Index, the non-employee director will receive a payment of \$1,500 (3 X \$500) for the three-year performance period. If the Company's percentile ranking is 91, the participant will receive a payment of \$9,000 (3 X \$3,000). If the Company's percentile ranking is below the 50th percentile, no amount will be paid to the non-employee director.

Before any payment may be made, the Compensation Committee must certify the performance goal has been achieved and any other requirements of the plan have been satisfied. No payment will be made until the Compensation Committee makes the certification.

Payments under the Plan are made as soon as administratively practicable following the last day of the performance period. No payment will be made to a non-employee director if he or she ceases to be a director before the last day of the performance period for any reason other than death, disability, change of control, or liquidation of the Company. If the non-employee director ceases to be a director because of the occurrence of one of the preceding events, the non-employee director will receive a prorated payment. Three award units were previously granted under the plan in 2000 to each of Messrs. Carroll, Wainwright, Hussey, and Ms. Dally. The

performance period for these awards ended on August 31, 2003. Because the Company's total shareholder return for the performance period was greater than the 90th percentile for the Index applicable to the units, each director received a payment of \$3,000 for each of their units, for a total payment of \$9,000.

COMPENSATION OF EXECUTIVE OFFICERS

Summary Compensation Table

The following table sets forth the compensation for the Company's named executive officers for the Company's last three completed fiscal years. The named executive officers consist of the Chief Executive Officer and the four other most highly compensated executive officers of the Company as of April 30, 2004.

Name & Principal Position	Fiscal Year	Annual Compensation			Long-Term Compensation		
		Salary	Bonus	Other Annual Compensation ⁽¹⁾	Awards Securities Underlying Options (#)	Payouts LTIP Payouts ⁽²⁾	All Other Compensation
James J. Gosa							
President & Chief	2004	\$ 578,462	\$ 531,012	\$ 15,269 ⁽³⁾	40,000	\$ 300,000	\$ 96,839 ⁽⁴⁾
	2003	522,885	510,818	27,090 ⁽³⁾	40,000	300,000	89,635 ⁽⁴⁾
Executive Officer	2002	445,677	550,000	8,504 ⁽³⁾	40,000	258,000	84,262 ⁽⁴⁾
Kent B. Guichard							
Executive Vice President	2004	297,804	262,424		10,000	141,000	43,298 ⁽⁵⁾
	2003	266,530	241,340		10,000	132,000	33,044 ⁽⁵⁾
Executive Officer	2002	244,103	249,152		10,000	120,000	28,951 ⁽⁵⁾
David L. Blount							
Sr. Vice President, Manufacturing	2004	270,004	236,886		10,000	132,000	57,254 ⁽⁷⁾
	2003	245,285	215,258	15,704 ⁽⁶⁾	10,000	126,000	51,153 ⁽⁷⁾
Executive Officer	2002	229,003	234,490	5,754 ⁽⁶⁾	10,000	117,000	46,341 ⁽⁷⁾
Ian J. Sole							
Sr. Vice President, Sales & Marketing	2004	268,400	236,797	11,887 ⁽⁸⁾	10,000	129,000	25,275 ⁽⁹⁾
	2003	241,318	219,237	10,475 ⁽⁸⁾	10,000	117,000	22,350 ⁽⁹⁾
Executive Officer	2002	225,189	230,585	3,192	10,000	105,000	1,443 ⁽⁹⁾
William F. Brandt, Jr.							
Chairman and Executive Officer	2004	270,000			7,000	99,000	4,220 ⁽¹¹⁾
	2003	241,308		15,623 ⁽¹⁰⁾	7,000	99,000	4,249 ⁽¹¹⁾
Executive Officer	2002	206,000	226,600		7,000	99,000	3,328 ⁽¹¹⁾

⁽¹⁾ Includes amounts paid in connection with Company-paid spousal travel.

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- (2) Amount paid in connection with award units granted to the named executive officer in 1999 under the Shareholder Value Plan for Employees.
- (3) Amount includes \$6,144, \$18,117, and \$4,695 for discounted cabinet purchases by Mr. Gosa for the years ended April 30, 2004, 2003, and 2002, respectively.
- (4) Consists of Company contributions to the Investment Savings Stock Ownership Plan of \$4,220, \$4,121, \$3,346; and Company contributions credited under the Pension Restoration Plan of \$92,619, \$85,514, and \$78,916 for years ending April 30, 2004, 2003, and 2002, respectively.
- (5)