HUSSEY KENT J

Form 4 June 22, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB

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SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * **HUSSEY KENT J**

2. Issuer Name and Ticker or Trading Symbol

Issuer

5. Relationship of Reporting Person(s) to

AMERICAN WOODMARK CORP

(Check all applicable)

[AMWD]

06/21/2005

(Middle)

3. Date of Earliest Transaction (Month/Day/Year)

X_ Director Officer (give title

10% Owner Other (specify

C/O SPECTRUM BRANDS, INC., SIX CONCOURSE PARKWAY, STE. 3300

(Street)

(First)

4. If Amendment, Date Original Filed(Month/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

ATLANTA, GA 30328

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired			5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of (D)			d of (D)	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	(Instr. 3,	4 and	5)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)		Following (Instr.		Indirect (I)	Ownership	
							Following	(Instr. 4)	(Instr. 4)
				(A)		Reported			
					(A)		Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	06/21/2005		M	2,000	A	\$ 23.65	4,000	D	
Common Stock	06/21/2005		S	1,000	D	\$ 30.43	3,000	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Security (Instr. 3)	or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of	Expiration Date (Month/Day/Year)		(Instr. 3 and 4)	rities
					(D) (Instr. 3, 4, and 5)	Date	Evaluation		Amour
				Code V	(A) (D)	Exercisable	Expiration Date	Title	Number of Shares
Common	\$ 23.65	06/21/2005		M	2,000	08/31/2002	08/31/2005	Right-to-buy	2,00

5. Number

6. Date Exercisable and

7. Title and Amount of

Reporting Owners

Relationships Reporting Owner Name / Address

3. Transaction Date 3A. Deemed

Director 10% Owner Officer Other

HUSSEY KENT J C/O SPECTRUM BRANDS, INC. X SIX CONCOURSE PARKWAY, STE. 3300 ATLANTA, GA 30328

Signatures

1. Title of

Stock

Brenda Dupont, 06/22/2005 Attorney-in-fact

**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).

Remarks:

Note: Options granted under the "2000 Non-Employee Directors Stock Option Plan" mature 1/3 on each of the first 3 anniversary dates of the grant and expire on the 4-year anniversary date of the grant.

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.

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