

AMERICAN WOODMARK CORP  
 Form 4  
 March 18, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
 Dunston Steven Cary

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)  
 03/16/2015

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 President & C.O.O.

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount (A) or (D) Price   |  |                                   |
| Common Stock                    | 03/16/2015                           |  | M                              |   | 6,000 A \$ 18.16  | 41,315   | D                                 |
| Common Stock                    | 03/16/2015                           |  | S                              |   | 6,000 (1) D \$ 51.8241 (2)  | 35,315   | D                                 |
| Common Stock                    | 03/17/2015                           |  | M                              |   | 5,174 A \$ 18.16  | 40,489   | D                                 |
| Common Stock                    | 03/17/2015                           |  | M                              |   | 826 A \$ 17.62  | 41,315   | D                                 |

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|                 |            |  |   |                     |   |                      |        |   |
|-----------------|------------|--|---|---------------------|---|----------------------|--------|---|
| Common<br>Stock | 03/17/2015 |  | S | <u>6,000</u><br>(1) | D | \$<br>51.8789<br>(3) | 35,315 | D |
|-----------------|------------|--|---|---------------------|---|----------------------|--------|---|

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

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(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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      |
| Employer Stock Option - Right to Buy       | \$ 18.16   | 03/16/2015                           |  | M                              | 6,000   | 06/08/2012 06/08/2021                                    | Common Stock  | 6,000                      |
| Employer Stock Option - Right to Buy       | \$ 18.16   | 03/17/2015                           |  | M                              | 5,174   | 06/08/2012 06/08/2021                                    | Common Stock  | 5,174                      |
| Employer Stock Option - Right to Buy       | \$ 17.62   | 03/17/2015                           |  | M                              | 826   | 06/08/2013 06/08/2022                                    | Common Stock  | 826                        |

## Reporting Owners

| Reporting Owner Name / Address                       | Relationships |           |                    |       |
|--|---------------|-----------|--------------------|-------|
|  | Director      | 10% Owner | Officer            | Other |
| Dunston Steven Cary<br>AMERICAN WOODMARK CORPORATION | X             |           | President & C.O.O. |       |

3102 SHAWNEE DRIVE  
WINCHESTER, VA 22601

## Signatures

Elizabeth Lewis,  
Attorney-In-Fact

03/18/2015

\_\_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) Sales on this form were affected pursuant to 10b5-1 Sales Plan adopted by the reporting person on December 4, 2014.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$51.48 to \$52.00, inclusive. The reporting person undertakes to provide to American Woodmark Corporation, any security holder of American Woodmark Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in Footnote (2) to this Form 4.

(2) Woodmark Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in Footnote (2) to this Form 4.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$51.65 to \$52.00, inclusive. The reporting person undertakes to provide to American Woodmark Corporation, any security holder of American Woodmark Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in Footnote (3) to this Form 4.

(3) Woodmark Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in Footnote (3) to this Form 4.

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.