

AMERICAN WOODMARK CORP
 Form 4
 June 17, 2010

FORM 4

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

OMB APPROVAL

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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 *
BRANDT WILLIAM F

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)

3. Date of Earliest Transaction (Month/Day/Year)
06/15/2010

Director 10% Owner
 Officer (give title below) Other (specify below)

AMERICAN WOODMARK CORPORATION, 3102 SHAWNEE DRIVE

(Street)

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

WINCHESTER, VA 22601

(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 Indirect Ownership (Instr. 4)	
			Code	V	Amount or Price			
Common Stock	06/15/2010		S		500	D	\$ 22.2125	3,532,166 ⁽¹⁾ D
Common Stock	06/15/2010		S		500	D	\$ 22.2196	3,531,666 ⁽¹⁾ D
Common Stock	06/15/2010		S		1,000	D	\$ 21.651	3,530,666 ⁽¹⁾ D
Common Stock	06/15/2010		S		1,000	D	\$ 21.6563	3,529,666 ⁽¹⁾ D
	06/15/2010		S		2,000	D		3,527,666 ⁽¹⁾ D

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Common Stock						\$ 21.7046		
Common Stock	06/15/2010		S	766	D	\$ 21.6686	3,526,900 ⁽¹⁾	D
Common Stock	06/15/2010		S	234	D	\$ 21.5867	3,526,666 ⁽¹⁾	D
Common Stock	06/15/2010		S	500	D	\$ 21.63	3,526,166 ⁽¹⁾	D
Common Stock	06/15/2010		S	500	D	\$ 21.6	3,525,666 ⁽¹⁾	D
Common Stock	06/15/2010		S	598	D	\$ 21.65	3,525,068 ⁽¹⁾	D
Common Stock	06/15/2010		S	402	D	\$ 21.61	3,524,666 ⁽¹⁾	D
Common Stock	06/15/2010		S	500	D	\$ 21.61	3,524,166 ⁽¹⁾	D
Common Stock	06/15/2010		S	500	D	\$ 21.622	3,523,666 ⁽¹⁾	D
Common Stock	06/15/2010		S	1,000	D	\$ 21.6704	3,522,666 ⁽¹⁾	D
Common Stock	06/15/2010		S	1,000	D	\$ 21.65	3,521,666 ⁽¹⁾	D
Common Stock	06/15/2010		S	1,000	D	\$ 21.64	3,520,666 ⁽¹⁾	D
Common Stock	06/15/2010		S	1,000	D	\$ 21.65	3,519,666 ⁽¹⁾	D
Common Stock	06/15/2010		S	1,000	D	\$ 21.6401	3,518,666 ⁽¹⁾	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo
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Disposed of (D) (Instr. 3, 4, and 5)

Trans (Instr

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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Reporting Owners

Reporting Owner Name / Address

Relationships

Director	10% Owner	Officer	Other
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BRANDT WILLIAM F
 AMERICAN WOODMARK CORPORATION
 3102 SHAWNEE DRIVE
 WINCHESTER, VA 22601

X

X

Signatures

Debbie Bucklew, 06/16/2010
 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).
- (1) Includes 14,988 shares held by the Brandt Family Foundation and 140,000 shares owned by Mrs. Elaine Brandt, for which Mr. Brandt disclaims voting interest, and 2,500 service-based restricted stock units which will vest on August 15, 2011.

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.