

AMERICAN WOODMARK CORP
 Form 4
 December 02, 2015

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL
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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 *
 GUICHARD KENT

2. Issuer Name and Ticker or Trading Symbol
 AMERICAN WOODMARK CORP
 [AMWD]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 CHAIRMAN OF THE BOARD

(Last) (First) (Middle)
 AMERICAN WOODMARK CORPORATION, 3102 SHAWNEE DRIVE

3. Date of Earliest Transaction (Month/Day/Year)
 11/30/2015

(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 Indirect Beneficial Ownership (Instr. 4)	
				Code	V	Amount	(A) or (D)	Price
Common Stock	11/30/2015		S		17,057	D		\$ 82.2113 <u>(1)</u>
Common Stock	11/30/2015		S		4,829	D		\$ 83.1304 <u>(2)</u>
Common Stock	12/01/2015		M		26,000	A		\$ 24.73
Common Stock	12/01/2015		S		11,193	D		\$ 79,005

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Stock						84,3372		
						<u>(3)</u>		
						\$		
Common Stock	12/01/2015		S	11,593	D	85.3849	67,412	D
						<u>(4)</u>		
						\$		
Common Stock	12/01/2015		S	3,214	D	86.1048	64,198	D
						<u>(5)</u>		

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employer Stock Option - Right to Buy	\$ 24.73	12/01/2015		M	26,000	06/10/2010 06/10/2019	Common Stock 26,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GUICHARD KENT AMERICAN WOODMARK CORPORATION 3102 SHAWNEE DRIVE WINCHESTER, VA 22601	X		CHAIRMAN OF THE BOARD	

Signatures

Elizabeth Lewis,
Attorney-In-Fact

12/02/2015

__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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$81.75 to \$82.72, 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 (1) to this Form 4.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$82.81 to \$83.58, 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.

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$83.88 to \$84.87, 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.

(4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$84.88 to \$85.86, 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 (4) to this Form 4.

(5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$85.89 to \$86.51, 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 (5) 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.

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