#### AMERICAN WOODMARK CORP

Form 4 June 08, 2017

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **GUICHARD KENT** Issuer Symbol AMERICAN WOODMARK CORP (Check all applicable) [AMWD] (Last) (First) (Middle) 3. Date of Earliest Transaction \_X\_\_ Director (Month/Day/Year)

06/06/2017

10% Owner Other (specify X\_ Officer (give title below)

CHAIRMAN OF THE BOARD

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

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) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

WINCHESTER, VA 22601

(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 (A) 5. Amount of 7. Nature of Transactiomr Disposed of (D) Indirect Security (Month/Day/Year) Execution Date, if Securities Ownership (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership or Indirect **Following** (Instr. 4) Reported (A) Transaction(s) (Instr. 4) (Instr. 3 and 4) Code V Amount (D) Price Common 06/06/2017 9,900 \$ 29.92 41,654 D M Α Stock \$ Common 06/06/2017 S 93.4809 D 3,768 D 37,886 Stock (1) \$ Common 06/06/2017 S 6.132 D 94.7214 31,754 D Stock (2) 06/06/2017 F 7,960 \$ 94.5 D Common D 23,794

Stock (3)

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

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SEC 1474

(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. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					(Instr. 3, 4, and 5)				
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employer Stock Option - Right to Buy	\$ 29.92	06/06/2017		M	9,900	06/06/2015	06/06/2024	Common Stock	9,900

### **Reporting Owners**

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

## **Signatures**

Logan Slusher, Attorney-In-Fact 06/08/2017

\*\*Signature of Reporting Person

## **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)** 

Reporting Owners 2

#### Edgar Filing: AMERICAN WOODMARK CORP - Form 4

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$93.05 to \$94.00, 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 (1) 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 \$94.10 to \$95.07, 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 shares being reported as disposed of were withheld to satisfy required tax withholding liabilities in connection with the payment of RSU's.

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.