

GUICHARD KENT  
Form 4  
February 21, 2013

**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 \*  
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 & C.E.O.

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

3. Date of Earliest Transaction (Month/Day/Year)  
02/19/2013

(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 or Price   |  |   |
| Common Stock                    | 02/19/2013                           |  | M                              |   | 5,000<br>(1)  | A  | \$ 20.87 78,390                                       |
| Common Stock                    | 02/19/2013                           |  | S                              |   | 5,000<br>(1)  | D  | \$ 33.1064 73,390<br>(2)                              |
| Common Stock                    | 02/20/2013                           |  | M                              |   | 5,000<br>(1)  | A  | \$ 20.87 78,390                                       |
| Common Stock                    | 02/20/2013                           |  | S                              |   | 4,576<br>(1)  | D  | \$ 33.7545 73,814                                     |

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|        |            |  |   |     |     |   |         |        |   |
|--------|------------|--|---|-----|-----|---|---------|--------|---|
|        |            |  |   |     | (3) |   |         |        |   |
| Common | 02/20/2013 |  | S | 424 | (1) | D | 34.7217 | 73,390 | D |
| Stock  |            |  |   |     | (4) |   |         |        |   |

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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Common Stock Option                        | \$ 20.87   | 02/19/2013                           |  | M                              | 5,000   | 06/09/2011 06/09/2020                                    | Right-to-Buy  | 5,000                      |
| Common Stock Option                        | \$ 20.87   | 02/20/2013                           |  | M                              | 5,000   | 06/09/2011 06/09/2020                                    | Right-to-Buy  | 5,000                      |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships  |
|--|--|
|  | Director    10% Owner    Officer    Other            |
| GUICHARD KENT<br>AMERICAN WOODMARK CORPORATION<br>3102 SHAWNEE DRIVE<br>WINCHESTER, VA 22601 | X                                  CHAIRMAN & C.E.O. |

## Signatures

Debbie Bucklew,  
Attorney-In-Fact                                  02/21/2013

           \*\*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 March 11, 2005 and last amended on August 20, 2012.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$32.4650 to \$33.3600, 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 \$33.3900 to \$34.0200 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 \$34.4800 to \$35.0600 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.

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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