

AMERICAN WOODMARK CORP
 Form 4
 December 30, 2013

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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)
 12/26/2013

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 Exec. V.P. & 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	12/26/2013		M		5,000 A \$ 34.625	37,407	D
Common Stock	12/26/2013		S		5,000 (1) D \$ 39	32,407	D
Common Stock	12/27/2013		M		4,826 A \$ 34.625	37,233	D
Common Stock	12/27/2013		S		4,826 (1) D \$ 39.1688	32,407	D

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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. 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 Options	\$ 34.625	12/26/2013		M	5,000	10/16/2007 10/16/2016	Right-to-buy	5,000
Common Stock Options	\$ 34.625	12/27/2013		M	4,826	10/16/2007 10/16/2016	Right-to-buy	4,826

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Dunston Steven Cary
AMERICAN WOODMARK CORPORATION
3102 SHAWNEE DRIVE
WINCHESTER, VA 22601

Exec. V.P. & C.O.O.

Signatures

Jan L. Symons,
Attorney-In-Fact 12/30/2013

__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 September 3, 2013.

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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