

AMERICAN WOODMARK CORP  
 Form 4  
 June 10, 2015

**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 \*  
 Campbell Roger Perry

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)  
 SVP & GM New Construction

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

3. Date of Earliest Transaction (Month/Day/Year)  
 06/08/2015

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |  |
| Common Stock                    | 06/08/2015                           |  | M                              |   | 1,667 A \$ 17.62  | 13,826   | D  |
| Common Stock                    | 06/08/2015                           |  | M                              |   | 2,067 A \$ 36.74  | 15,893   | D  |
| Common Stock                    | 06/08/2015                           |  | M                              |   | 2,434 A \$ 29.92  | 18,327   | D  |
| Common Stock                    | 06/08/2015                           |  | S                              |   | 6,068 (1) D \$ 56.0958 (2)  | 12,259   | D  |

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|              |            |   |                      |   |          |        |   |
|--------------|------------|---|----------------------|---|----------|--------|---|
| Common Stock | 06/08/2015 | S | 100 <sup>(1)</sup>   | D | \$ 56.84 | 12,159 | D |
| Common Stock | 06/08/2015 | F | 1,136 <sup>(3)</sup> | D | \$ 55.81 | 11,023 | D |

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 |                 |       |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|-----------------|-------|----------------------------|
|  |  |                                      |  | Code                           | V   | (A)  | (D)   | Date Exercisable           | Expiration Date | Title | Amount or Number of Shares |
| Employer Stock Option - Right to Buy       | \$ 17.62   | 06/08/2015                           |  | M                              | 1,667   | 06/08/2013   | 06/08/2022  | Common Stock               | 1,667           |       |                            |
| Employer Stock Option - Right to Buy       | \$ 36.74   | 06/08/2015                           |  | M                              | 2,067   | 06/07/2014   | 06/07/2023  | Common Stock               | 2,067           |       |                            |
| Employer Stock Option - Right to Buy       | \$ 29.92   | 06/08/2015                           |  | M                              | 2,434   | 06/06/2015   | 06/06/2024  | Common Stock               | 2,434           |       |                            |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director    10% Owner    Officer    Other

Campbell Roger Perry  
AMERICAN WOODMARK CORPORATION  
3102 SHAWNEE DRIVE  
WINCHESTER, VA 22601

SVP & GM New Construction

## Signatures

Elizabeth Lewis,  
Attorney-In-Fact

06/10/2015

\_\_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) Sales on this form were affected pursuant to 10b5-1 Sales Plan adopted by the reporting person on December 15, 2014.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$55.67

(2) to \$56.59, 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.

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