GUICHARD KENT

Form 4 June 12, 2012

FORM 4

OMB APPROVAL

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

3235-0287 Number: January 31, Expires:

OMB

if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per 0.5 response...

2005

Form 5 obligations may continue. See Instruction

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 * **GUICHARD KENT**

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Symbol

(Middle)

AMERICAN WOODMARK CORP

(Check all applicable)

[AMWD]

3. Date of Earliest Transaction X Director 10% Owner

Issuer

(Month/Day/Year)

06/08/2012

X_ Officer (give title _ Other (specify below)

AMERICAN WOODMARK CORPORATION, 3102 SHAWNEE

(Street)

(First)

DRIVE

(Last)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

CHAIRMAN, PRESIDENT & C.E.O.

Filed(Month/Day/Year)

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 Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Disposed of (D) Code (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

Applicable Line)

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A)

\$0

Reported Transaction(s) (Instr. 3 and 4)

Price Code V Amount (D)

Common Stock

06/08/2012

Α 6,750

66,116 (1)

D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

(9-02)

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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. Transactic Code (Instr. 8)	5. Number of onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercis Expiration Dat (Month/Day/Y	e	7. Title and A Underlying S (Instr. 3 and	Securit
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Employee Stock Option - Right-to-Buy	\$ 17.62	06/08/2012		A	60,000 (2)	06/08/2013	06/08/2022	Common Stock	60,0

Reporting Owners

Reporting Owner Name / Address	Relationships				
Di	irector	10% Owner	Officer	Other	

GUICHARD KENT AMERICAN WOODMARK **CORPORATION** 3102 SHAWNEE DRIVE WINCHESTER, VA 22601

X CHAIRMAN, PRESIDENT & C.E.O.

Signatures

Debbie Bucklew, 06/12/2012 Attorney-In-Fact

**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) Award of service-based restricted stock units, which will vest on the three-year anniversary of the grant date.
- (2) These options vest 1/3 on each of the first 3 anniversary dates of the grant and expire on the 10-year anniversary date of the grant.

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.

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