

AMERICAN WOODMARK CORP
 Form 3
 August 28, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * Â Campbell Roger Perry (Last) (First) (Middle) | 2. Date of Event Requiring Statement (Month/Day/Year) 08/26/2013 | 3. Issuer Name and Ticker or Trading Symbol AMERICAN WOODMARK CORP [AMWD] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) SVP & GM New Construction | 5. If Amendment, Date Original Filed(Month/Day/Year) |
|------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------|

AMERICAN WOODMARK CORPORATION, Â 3102 SHAWNEE DRIVE
 (Street)

WINCHESTER, Â VA Â 22601
 (City) (State) (Zip)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|----------------------------------------------------------|-------------------------------------------------------------------|----------------------------------------------------------|
| Common Stock | 11,409 ⁽¹⁾ | D | Â |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|-----------------------------------------------|-------------------------------------------------------------|--------------------------------------------------------------------------------|-----------------------------------------------|-------------------------------------------|----------------------------------------------------------|
|-----------------------------------------------|-------------------------------------------------------------|--------------------------------------------------------------------------------|-----------------------------------------------|-------------------------------------------|----------------------------------------------------------|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|---------------------------|------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|---|
| Stock Option Right-To-Buy | 06/12/2007 | 06/12/2016 | Common Stock | 4,200 ⁽²⁾ | \$ 32.76 | D | Â |
| Stock Option Right-To-Buy | 06/08/2008 | 06/08/2017 | Common Stock | 4,200 ⁽²⁾ | \$ 34.11 | D | Â |
| Stock Option Right-To-Buy | 06/08/2012 | 06/08/2021 | Common Stock | 5,000 ⁽²⁾ | \$ 18.16 | D | Â |
| Stock Option Right-To-Buy | 06/08/2013 | 06/08/2022 | Common Stock | 5,000 ⁽²⁾ | \$ 17.62 | D | Â |
| Stock Option Right-To-Buy | 06/07/2014 | 06/07/2023 | Common Stock | 6,200 ⁽²⁾ | \$ 36.74 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-----------------------------------------------------------------------------------------------------|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Campbell Roger Perry AMERICAN WOODMARK CORPORATION 3102 SHAWNEE DRIVE WINCHESTER, VA 22601 | Â | Â | Â SVP & GM New Construction | Â |

Signatures

Debbie Bucklew,
Attorney-In-Fact

08/28/2013

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Includes Service-Based restricted stock unit awards of 1,000 shares vesting on June 8, 2014, 1,000 shares vesting on June 8, 2015 and 1,125 shares vesting on June 7, 2016, plus Performance-Based restricted stock unit awards that also have service-based vesting requirements of 2,400 shares vesting on June 8, 2014 and 2,430 shares vesting on June 8, 2015. Also includes 2,329 shares held in the Company 401(k) Plan.
- (2) Options granted under the "Amended and Restated 2004 Stock Incentive Plan for Employees," vesting 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.