

AMERICAN WOODMARK CORP  
 Form 4  
 September 20, 2005

**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)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
**09/19/2005**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Executive VP & COO**

**AMERICAN WOODMARK CORP, 3102 SHAWNEE DRIVE**

(Street)

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

**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 (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 Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	09/19/2005		S <sup>(1)</sup>		100	D	\$ 36.13	14,250	D
Common Stock	09/19/2005		S		100	D	\$ 36.14	14,150	D
Common Stock	09/19/2005		S		200	D	\$ 36.2	13,950	D
Common Stock	09/19/2005		S		100	D	\$ 36.21	13,850	D
Common Stock	09/19/2005		S		100	D	\$ 36.26	13,750	D

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Common Stock	09/19/2005	S	100	D	\$ 36.27	13,650	D
Common Stock	09/19/2005	S	100	D	\$ 36.3262	13,550	D
Common Stock	09/19/2005	S	100	D	\$ 36.33	13,450	D
Common Stock	09/19/2005	S	100	D	\$ 36.39	13,350	D
Common Stock	09/19/2005	S	100	D	\$ 36.46	13,250	D
Common Stock	09/19/2005	S	16	D	\$ 36.48	13,234	D
Common Stock	09/19/2005	S	300	D	\$ 36.49	12,934	D
Common Stock	09/19/2005	S	100	D	\$ 36.55	12,834	D
Common Stock	09/19/2005	S	100	D	\$ 36.56	12,734	D
Common Stock	09/19/2005	S	100	D	\$ 36.57	12,634	D
Common Stock	09/19/2005	S	84	D	\$ 36.59	12,550	D
Common Stock	09/19/2005	S	210	D	\$ 36.6	12,340	D
Common Stock	09/19/2005	S	100	D	\$ 36.17	12,240	D
Common Stock	09/19/2005	S	140	D	\$ 36.74	12,100	D
Common Stock	09/19/2005	S	100	D	\$ 36.61	12,000	D

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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned
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Derivative Security	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Instr. 3 and 4)		Code	V	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
	(A)	(D)								

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GUICHARD KENT AMERICAN WOODMARK CORP 3102 SHAWNEE DRIVE WINCHESTER, VA 22601	X		Executive VP & COO	

## Signatures

Brenda Dupont,  
Attorney-in-fact

09/20/2005

        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.

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.