

AMERICAN WOODMARK CORP  
Form SC 13G/A  
January 30, 2009

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934  
(Amendment No. 22)

**AMERICAN WOODMARK CORPORATION**

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(Name of Issuer)

COMMON STOCK, NO PAR

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(Title of class of Securities)

030506 10 9

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(CUSIP Number)

December 31, 2008

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(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1 (b)

Rule 13d-1 (c)

Rule 13d-1 (d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on the following page(s))

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CUSIP Number: **030506 10 9**

- |   |   |                        |                   |           |    |                     |        |    |                        |           |    |                          |        |  |
|---|---|------------------------|-------------------|-----------|----|---------------------|--------|----|------------------------|-----------|----|--------------------------|--------|--|
| 1.  | Names of Reporting Persons:<br>S.S. or I.R.S. Identification Number of Above Person (entities only)   | William F. Brandt, Jr. |                   |           |    |                     |        |    |                        |           |    |                          |        |  |
| 2.  | Check the Appropriate box if a Member of A Group (see instructions)<br>(a) Not Applicable<br>(b) Not Applicable   |                        |                   |           |    |                     |        |    |                        |           |    |                          |        |  |
| 3.  | SEC Use Only  |                        |                   |           |    |                     |        |    |                        |           |    |                          |        |  |
| 4.  | Citizenship or Place of Organization  | United States          |                   |           |    |                     |        |    |                        |           |    |                          |        |  |
| Number of<br>shares<br>beneficially<br>owned by<br>each reporting<br>person with: | <table border="0"> <tr> <td style="vertical-align: top;">5.</td> <td style="vertical-align: top;">Sole Voting Power</td> <td style="vertical-align: top; text-align: right;">3,481,923</td> </tr> <tr> <td style="vertical-align: top;">6.</td> <td style="vertical-align: top;">Shared Voting Power</td> <td style="vertical-align: top; text-align: right;">14,988</td> </tr> <tr> <td style="vertical-align: top;">7.</td> <td style="vertical-align: top;">Sole Dispositive Power</td> <td style="vertical-align: top; text-align: right;">3,481,923</td> </tr> <tr> <td style="vertical-align: top;">8.</td> <td style="vertical-align: top;">Shared Dispositive Power</td> <td style="vertical-align: top; text-align: right;">14,988</td> </tr> </table> | 5.                     | Sole Voting Power | 3,481,923 | 6. | Shared Voting Power | 14,988 | 7. | Sole Dispositive Power | 3,481,923 | 8. | Shared Dispositive Power | 14,988 |  |
| 5.  | Sole Voting Power   | 3,481,923              |                   |           |    |                     |        |    |                        |           |    |                          |        |  |
| 6.  | Shared Voting Power   | 14,988                 |                   |           |    |                     |        |    |                        |           |    |                          |        |  |
| 7.  | Sole Dispositive Power  | 3,481,923              |                   |           |    |                     |        |    |                        |           |    |                          |        |  |
| 8.  | Shared Dispositive Power  | 14,988                 |                   |           |    |                     |        |    |                        |           |    |                          |        |  |
| 9.  | Aggregate Amount Beneficially Owned By Each Reporting Person  | 3,496,911              |                   |           |    |                     |        |    |                        |           |    |                          |        |  |
| 10.   | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see instructions)   | <u>  X  </u>           |                   |           |    |                     |        |    |                        |           |    |                          |        |  |
| 11.   | Percent of Class Represented by Amount in Row 9   | 24.9%                  |                   |           |    |                     |        |    |                        |           |    |                          |        |  |
| 12.   | Type of Reporting Person (see instructions)   | IN                     |                   |           |    |                     |        |    |                        |           |    |                          |        |  |

**Schedule 13G**

Item 1 (a). Name of Issuer:	American Woodmark Corporation
Item 1 (b). Address of Issuer's Principal Executive Offices:	3102 Shawnee Drive Winchester, VA 22601
Item 2 (a). Name of Person Filing:	William F. Brandt, Jr.
Item 2 (b). Address of Principal Business Office or, if none, Residence:	3102 Shawnee Drive Winchester, VA 22601
Item 2 (c). Citizenship:	United States
Item 2 (d). Title of Class of Securities:	Common Stock, No Par Value
Item 2 (e). CUSIP Number:	030506 10 9
Item 3. Not Applicable	
Item 4. Ownership	
(a) Amount Beneficially Owned:	3,496,911
(b) Percent of Class	24.9%
(c) Number of Shares as to Which Such Person Has:	
(i) Sole Power to Vote or to Direct the Vote	3,481,923
(ii) Shared Power to Vote or to Direct the Vote	14,988
(iii) Sole Power to Dispose or to Direct the Disposition of	3,481,923
(iv) Shared Power to Dispose or to Direct the Disposition of	14,988
The foregoing stock ownership figures do not include 61,952 shares owned by Mr. Brandt's wife as trustee for the benefit of their children and 40,000 shares owned directly by Mrs. Brandt. Mr. Brandt disclaims beneficial ownership of such shares for purposes of Sections 13(d) and 13 (g) of the Securities Exchange Act. The foregoing figures do include 14,988 shares held in the Brandt Family Foundation, and options exercisable by Mr. Brandt within 60 days of December 31, 2008 of 6,999.	
Item 5. Ownership of Five Percent or Less of a Class	Not Applicable
Item 6. Ownership of More than Five Percent on Behalf of Another Person	Not Applicable
Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.	Not Applicable
Item 8. Identification and Classification of Members of the Group	Not Applicable
Item 9. Notice of Dissolution of Group	Not Applicable
Item 10. Certifications	Not Applicable

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: January 30, 2009

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Signature: /S/LAUREL A. SWAUGER  
Name: Laurel A. Swauger  
Title: Attorney-in-Fact

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