

AMERICAN WOODMARK CORP  
 Form 4  
 June 08, 2017

**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 \*  
 Dunston Steven Cary

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)  
 06/06/2017

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 President & C.E.O.

AMERICAN WOODMARK CORPORATION, 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 or Price (A) or (D)		
Common Stock	06/06/2017		M		4,767 A \$ 29.92	58,661	D
Common Stock	06/06/2017		M		1,233 A \$ 57.11	59,894	D
Common Stock	06/06/2017		S		6,000 (1) D \$ 94.1	53,894	D
Common Stock	06/06/2017		F		3,785 (2) D \$ 94.5	50,109	D
	06/07/2017		M		3,300 A	53,409	D

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Common Stock					\$					57.11	
Common Stock	06/07/2017		S	3,300 (1)	D	\$				50,109	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 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	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Employer Stock Option - Right to Buy	\$ 29.92	06/06/2017		M	4,767	06/06/2015 06/06/2024	Common Stock	4,767	
Employer Stock Option - Right to Buy	\$ 57.11	06/06/2017		M	1,233	06/05/2016 06/05/2025	Common Stock	1,233	
Employer Stock Option - Right to Buy	\$ 57.11	06/07/2017		M	3,300	06/05/2016 06/05/2025	Common Stock	3,300	

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Dunston Steven Cary  
AMERICAN WOODMARK CORPORATION  
3102 SHAWNEE DRIVE  
WINCHESTER, VA 22601

X

President & C.E.O.

## Signatures

Logan Slusher,  
Attorney-In-Fact

06/08/2017

\_\_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 September 8, 2015.
  - (2) 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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