

NOLAN DENNIS
Form 4
September 13, 2005

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
NOLAN DENNIS

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)
AMERICAN WOODMARK
CORPORATION, 3102 SHAWNEE
DRIVE

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

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
VP & Corporate Controller

(Street)
WINCHESTER, VA 22601

4. If Amendment, Date Original
Filed(Month/Day/Year)

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

(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 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	09/09/2005		M	1,700	A \$ 24.205	1,700	D
Common Stock	09/09/2005		S	1,700	D \$ 35	0	D
Common Stock	09/12/2005		M	300	A \$ 24.205	300	D
Common Stock	09/12/2005		S	300	D \$ 35	0	D
	09/12/2005		M	1,000	A \$ 26.85	1,000	D

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Common
Stock

Common Stock 09/12/2005 S 1,000 D \$ 35 0 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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock	\$ 24.205	09/09/2005		M		1,700		06/13/2004	06/13/2013	Right-to-Buy	1,700
Common Stock	\$ 24.205	09/12/2005		M		300		06/13/2004	06/13/2013	Right-to-Buy	300
Common Stock	\$ 26.85	09/12/2005		M		1,000		06/15/2005	06/15/2014	Right-to-Buy	1,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

NOLAN DENNIS
AMERICAN WOODMARK CORPORATION
3102 SHAWNEE DRIVE
WINCHESTER, VA 22601

VP & Corporate Controller

Signatures

Brenda Dupont,
Attorney-in-fact 09/13/2005

 **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).

Remarks:

Note: Options granted under the 1999 Stock Option Plan mature 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.

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