

AMERICAN WOODMARK CORP  
Form 8-K  
March 03, 2006

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

**Current Report**

**Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): March 3, 2006**

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**American Woodmark Corporation<sup>®</sup>**

(Exact name of registrant as specified in its charter)

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**Virginia**  
(State or other jurisdiction of

**0-14798**  
(Commission

**54-1138147**  
(IRS Employer

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incorporation or organization)

File Number)

Identification No.)

**3102 Shawnee Drive, Winchester, Virginia**  
(Address of principal executive offices)

**22601**  
(Zip Code)

**Registrant's telephone number, including area code: (540) 665-9100**

**Not applicable**

(Former name or former address, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**American Woodmark Corporation**

**ITEM 8.01 OTHER EVENTS**

On March 3, 2006, the Registrant announced that the Company's Board of Directors authorized the repurchase of an additional \$10 million in common stock. The Registrant also announced a quarterly cash dividend of \$0.03 per share to be paid on March 31, 2006, to shareholders of record on March 17, 2006. The press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

(C) Exhibits.

99.1 The Registrant's Press Release dated March 3, 2006.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**AMERICAN WOODMARK CORPORATION**

(Registrant)

/s/ JONATHAN H. WOLK

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**Jonathan H. Wolk**

**Vice President and Chief Financial Officer**

Date: March 3, 2006

Signing on behalf of the registrant and as principal financial officer

/s/ JAMES J. GOSA

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**James J. Gosa**

**Chairman & Chief Executive Officer**

Date: March 3, 2006

Signing on behalf of the registrant and as principal executive officer