Edgar Filing: DALLY MARTHA M - Form 4

DALLY MAI	RTHA M										
Form 4											
August 31, 20	011										
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION									עניה אניניני		
Check this box if no longer subject to Section 16. SECURITIES						Expires: Estimated a burden hou response	irs per				
(Print or Type R	esponses)										
DALLY MARTHA M Symbol AMI			Symbol AMERI	2. Issuer Name and Ticker or Trading Symbol AMERICAN WOODMARK CORP				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Middle) 3. Date of				of Earliest Transaction Day/Year)			X_ Director 10% Owner Officer (give title Other (specify below) below)				
				endment, Date Original onth/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 			
LA QUINTA	A, CA 92253							Form filed by M Person	More than One Re	eporting	
(City)	(State)	(Zip)	Table	e I - Non-Do	erivative S	lecuri	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)		Transaction Date 2A. Deemed onth/Day/Year) Execution Date, if any (Month/Day/Year)		3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or Code V Amount (D) Price)	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	08/29/2011			A	2,500 (2)	A	\$ 0	24,000 <u>(1)</u>	D		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	ınt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address		Relationships						
	Director	10% Owner	Officer	Other				
DALLY MARTHA M 50855 WASHINGTON STREET #C265 LA QUINTA, CA 92253	X							
Signatures								
Debbie Bucklew, Attorney-In-Fact	08/31/2011							
**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) Award of service-based restricted stock units, which will vest on August 15, 2013.
- (2) Includes 2,500 shares acquired upon the conversion of restricted stock units that vested on August 15, 2011.

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.