## Edgar Filing: DALLY MARTHA M - Form 4

DALLY MAI Form 4	RTHA M										
August 30, 20	006										
FORM	1									PPROVAL	
	UNITED	STATES		ITIES Al hington, 1			NGE (	COMMISSION	OMB Number:	3235-0287	
Check this if no long subject to Section 16 Form 4 or Form 5 obligation may conti <i>See</i> Instru- 1(b).	er <b>STATEM</b> 5. Filed pur <sup>15</sup> Section 17(a	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 20(b) of the Investment Company Act of 1940							Expires: January 31, 2005 Estimated average burden hours per response 0.5		
(Print or Type R	esponses)										
DALLY MARTHA M Sy Al			2. Issuer Name <b>and</b> Ticker or Trading Symbol				-	5. Relationship of Reporting Person(s) to Issuer			
			AMERICAN WOODMARK CORP [AMWD]					(Check all applicable)			
(Last) 333 N. CAN	(First) (MAL STREET, #2	/liddle) 104	3. Date of (Month/Da 08/29/20	-	insaction			X Director Officer (give below)		o Owner er (specify	
				. If Amendment, Date Original ïled(Month/Day/Year)				<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> </ul>			
CHICAGO,	IL 60602							Form filed by M Person			
(City)	(State)	(Zip)	Table	e I - Non-De	erivative S	Securi	ties Acc	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Executio any	ned n Date, if Day/Year)	3. Transactio Code (Instr. 8) Code V	on(A) or Di (D) (Instr. 3,	spose	d of	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	08/29/2006			M	2,000	A	\$ 25.6	16,000	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. Number owf 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	Amour or Numbo of Shares
Common Stock Option	\$ 25.6	08/29/2006		М	2,000	09/03/2003	09/03/2006	Right-to-Buy	2,00

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
DALLY MARTHA M 333 N. CANAL STREET, #2104 CHICAGO, IL 60602	Х						
Signatures							
Brenda Dupont, Attorney-in-fact	08/30	/2006					
**Signature of Reporting Person	Dat	e					
Evaloretion of Deer							

## **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).

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.