GUICHARD KENT

Form 4

October 30, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

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Check this box

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

See Instruction 1(b).

(Print or Type Responses)

may continue.

1. Name and Address of Reporting Person * **GUICHARD KENT**

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Issuer

Symbol

(Middle)

AMERICAN WOODMARK CORP

(Check all applicable)

President & COO

[AMWD]

(Last) (First) 3. Date of Earliest Transaction

_X__ Director 10% Owner Other (specify X_ Officer (give title

(Month/Day/Year) 10/27/2006

below)

AMERICAN WOODMARK CORP, 3102 SHAWNEE DRIVE

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

WINCHESTER, VA 22601

(City)	(State)	(Zip) Tabl	le I - Non-D	erivative	Secur	ities Acqui	ired, Disposed of	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securi n(A) or D: (Instr. 3,	ispose	d of (D)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	10/27/2006		M <u>(1)</u>	5,000	A	\$ 18.906	17,000	D	
Common Stock	10/27/2006		S	3,200	D	\$ 37.81	13,800	D	
Common Stock	10/27/2006		S	700	D	\$ 37.82	13,100	D	
Common Stock	10/27/2006		S	1,100	D	\$ 37.83	12,000	D	

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

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SEC 1474 (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. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4,		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code V	and 5	(D)	Date Exercisable	Expiration Date	Title	Amour or Numbe of Shares
Common Stock Option	\$ 18.906	10/27/2006		M		5,000	05/18/2000	05/18/2009	Right-to-buy	5,000

Reporting Owners

Reporting Owner Name / Address	Ketationships
Reporting Owner Name / Address	Kelationships

Director 10% Owner Officer Other

Deletionchine

GUICHARD KENT AMERICAN WOODMARK CORP 3102 SHAWNEE DRIVE WINCHESTER, VA 22601

X

President & COO

Signatures

Brenda Dupont, Attorney-in-fact

**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 March 11, 2005

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.

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