

AMERICAN WOODMARK CORP
 Form 4
 December 21, 2004

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
BLOUNT DAVID L

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)

3. Date of Earliest Transaction (Month/Day/Year)
 12/20/2004

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 Senior VP, Manufacturing

AMERICAN WOODMARK CORPORATION, 3102 SHAWNEE DRIVE

(Street)

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

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

WINCHESTER,, VA 22601

(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 (A) or Disposed of (D) (Instr. 3, 4 and 5) | (A) or (D) | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|---|--|---|
| | | | Code | V | Amount | Price | | |
| Common Stock | 12/20/2004 | | M/K | | 20,000 | \$ 14.93 | 236,200 | D |
| Common Stock | 12/20/2004 | | F/K | | 10,064 | \$ 43.495 | 226,136 | D |
| Common Stock | 12/20/2004 | | M/K | | 13,333 | \$ 31.9 | 239,469 | D |
| Common Stock | 12/20/2004 | | F/K | | 10,644 | \$ 43.495 | 228,825 | D |
| | 12/20/2004 | | M/K | | 6,666 | | 235,491 | D |

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| | | | | | | | | |
|--------------|------------|--|-----|-------|--------|--------|---------|---|
| Common Stock | | | | | \$ | | | |
| | | | | | 24.205 | | | |
| Common Stock | 12/20/2004 | | F/K | 4,429 | D | \$ | 231,062 | D |
| | | | | | | 43.495 | | |

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

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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 Security (Instr. 3 and 4) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------|-----------------|--------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Common Stock Option | \$ 14.93 | 12/20/2004 | | M/K | | | 20,000 | 05/16/2002 | 05/16/2011 | Right-to-buy |
| Common Stock Option | \$ 31.9 | 12/20/2004 | | M/K | | | 13,333 | 05/30/2003 | 05/30/2012 | Right-to-buy |
| Common Stock Option | \$ 24.205 | 12/20/2004 | | M/K | | | 6,666 | 06/13/2004 | 06/13/2013 | Right-to-buy |
| Common Stock Option | \$ 43.495 | 12/20/2004 | | A | | | 10,064 | 12/20/2005 | 05/16/2011 | Right-to-Buy |
| Common Stock Option | \$ 43.495 | 12/20/2004 | | A | | | 10,644 | 12/20/2005 | 05/30/2012 | Right-to-Buy |
| Common Stock Option | \$ 43.495 | 12/20/2004 | | A | | | 4,429 | 12/20/2005 | 06/13/2013 | Right-to-Buy |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |

BLOUNT DAVID L
AMERICAN WOODMARK CORPORATION
3102 SHAWNEE DRIVE
WINCHESTER,, VA 22601

Senior VP, Manufacturing

Signatures

Brenda Dupont,
Attorney-in-fact

12/21/2004

__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).

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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