AMERICAN WOODMARK CORP

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 3/2/2004 For Period Ending 3/1/2004

Address	3102 SHAWNEE DRIVE
	WINCHESTER, Virginia 22601
Telephone	(540) 665-9100
CIK	0000794619
Industry	Constr. - Supplies & Fixtures
Sector	Capital Goods
Fiscal Year	04/30

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FORM 4

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

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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(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
SOLE IAN J	**AMERICAN WOODMARK CORP [AMWD]**	_____ Director _____ 10% Owner
(Last) (First) (Middle) **3102 SHAWNEE DRIVE**	3. Date of Earliest Transaction (MM/DD/YYYY) **3/1/2004**	__ **X** __ Officer (give title below) _____ Other (specify below) **SVP, Sales & Marketing**
(Street) **WINCHESTER,, VA 22601** (City) (State) (Zip)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line) _ **X** _ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			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	(A) or (D)	Price			
Common Stock	**3/1/2004**		**M**		**10000**	**A**	**$18.56**	**13000**	**D**	
Common Stock	**3/1/2004**		**S**		**9000**	**D**	**$63.00**	**4000**	**D**	
Common Stock - 401K Plan								**610**	**D**	

Table II - Derivative Securities Beneficially Owned (*e.g.* , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Common Stock	**$18.56**	**3/1/2004**		**M**			**10000**	**5/24/2001**	**5/24/2010**	**Right to Buy**	**10000**	**$0.00**	**0**	**D**	

Explanation of Responses:

Remarks:
Options granted under the 1999 Stock Option Plan mature 1/3 on each of the first 3 anniversary dates of the grant and expire on the 10 year anniversay date of the grant.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SOLE IAN J				

Signatures

Brenda Dupont, Attorney-in-Fact — **3/2/2004**
Date

3102 SHAWNEE DRIVE WINCHESTER,, VA 22601			**SVP, Sales & Marketing**	

** Signature of Reporting Person

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

***** 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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