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# AMERICAN WOODMARK CORP

Reported by

**COGAN ANDREW B**

# FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 03/05/12 for the Period Ending 03/01/12

| | |
|---|---|
| Address | 3102 SHAWNEE DRIVE<br>WINCHESTER, VA 22601 |
| Telephone | (540) 665-9100 |
| CIK | 0000794619 |
| Symbol | AMWD |
| SIC Code | 2430 - Millwork, Veneer, Plywood, And Structural Wood |
| Industry | Constr. - Supplies & Fixtures |
| Sector | Capital Goods |
| Fiscal Year | 04/11 |

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# FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

OMB APPROVAL
OMB Number: 3235-0287
Expires: November 30, 2011
Estimated average burden hours per response... 0.5

## 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) |
|---|---|---|
| **Cogan Andrew B** | **AMERICAN WOODMARK CORP [ AMWD ]** | __ **X** __ Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below) |
| (Last) (First) (Middle)<br>**KNOLL, INC., 76 NINTH AVENUE, 11TH FLOOR** | 3. Date of Earliest Transaction (MM/DD/YYYY)<br>**3/1/2012** | |
| (Street)<br>**NEW YORK, NY 10011**<br>(City) (State) (Zip) | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | 6. Individual or Joint/Group Filing (Check Applicable Line)<br>_ **X** _ Form filed by One Reporting Person<br>___ 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** | **3/1/2012** | | **P** | | **699** | **A** | **$14.845** (1) | **8199** | **D** | |
| **Common Stock** | **3/2/2012** | | **P** | | **4301** | **A** | **$14.7562** (2) | **12500** | **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 | | | | |

**Explanation of Responses:**

**( 1)** The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from $14.830 to $14.870, inclusive. The reporting person undertakes to provide to American Woodmark Corporation, any security holder of American Woodmark Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in Footnote (1) to this Form 4.

**( 2)** The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from $14.480 to $15.000, inclusive. The reporting person undertakes to provide to American Woodmark Corporation, any security holder of American Woodmark Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in Footnote (2) to this Form 4.

**Reporting Owners**

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| **Cogan Andrew B** | | | | |

| | | | | |
|---|---|---|---|---|
| **KNOLL, INC.**<br>**76 NINTH AVENUE, 11TH FLOOR**<br><br>**NEW YORK, NY 10011** | **X** | | | |

**Signatures**

**Debbie Bucklew, Attorney-In-Fact** **3/2/2012**

** Signature of Reporting Person — Date

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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