AMERICAN WOODMARK CORP

FORM 3/A
(Amended Statement of Beneficial Ownership)

Filed 9/7/2004 For Period Ending 8/26/2004

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 3

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

OMB APPROVAL
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INITIAL STATEMENT OF 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

1. Name and Address of Reporting Person *	2. Date of Event Requiring Statement (MM/DD/YYYY)	3. Issuer Name **and** Ticker or Trading Symbol
Ward Thomas R	**8/26/2004**	**AMERICAN WOODMARK CORP [AMWD]**
(Last) (First) (Middle) **AMERICAN WOODMARK CORPORATION, 3102 SHAWNEE DRIVE**	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) _____ Director _____ 10% Owner __ X __ Officer (give title below) _____ Other (specify below) **Group VP of Manufacturing /**	
(Street) **WINCHESTER,VA 22601** (City) (State) (Zip)	5. If Amendment, Date Original Filed (MM/DD/YYYY) **9/3/2004**	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 Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)

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

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Common Stock Option	**6/15/2005**	**6/15/2014**	**Right-to-buy**	**5000**	**$53.70**	**D**	

Explanation of Responses:

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ward Thomas R **AMERICAN WOODMARK CORPORATION**			**Group VP of Manufacturing**	

Signatures

Brenda Dupont, Attorney-in-fact — **9/7/2004**

** Signature of Reporting Person — Date

3102 SHAWNEE DRIVE WINCHESTER, VA 22601				

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 5(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.

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.

End of Filing

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