

AMERICAN WOODMARK CORP  
Form 8-K  
May 21, 2004

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

**Current Report Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): May 21, 2004**

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**American Woodmark Corporation®**

(Exact name of registrant as specified in its charter)

<b>Virginia</b> (State or other jurisdiction of incorporation or organization)	<b>0-14798</b> (Commission File Number)	<b>54-1138147</b> (IRS Employer Identification No.)
<b>3102 Shawnee Drive, Winchester, Virginia</b> (Address of principal executive offices)		<b>22601</b> (Zip Code)

**Registrant's telephone number, including area code: (540) 665-9100**

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**American Woodmark Corporation**

**ITEM 5. OTHER EVENTS**

On May 21, 2004, the Registrant announced a quarterly cash dividend of \$0.05 per share to be paid on June 22, 2004 to shareholders of record on June 8, 2004. The press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

**ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS**

(C) Exhibits.

99.1 The Registrant's Press Release dated May 21, 2004.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**AMERICAN WOODMARK CORPORATION**

(Registrant)

/s/ Dennis M. Nolan, Jr.

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Dennis M. Nolan, Jr.

Corporate Controller  
Date: May 21, 2004

Signing on behalf of the  
  
registrant and as principal  
  
accounting officer

/s/ Kent B. Guichard

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Kent B. Guichard

Executive Vice President  
Date: May 21, 2004

Signing on behalf of the  
  
registrant and as principal  
  
financial officer

**EXHIBIT INDEX**

<b><u>Exhibit Number</u></b>	<b><u>Exhibit</u></b>
99.1	The Registrant's Press Release dated May 21, 2004