

AMERICAN WOODMARK CORP

Form 4

December 21, 2004

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

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

(Last) (First) (Middle)

**AMERICAN WOODMARK
CORPORATION, 3102 SHAWNEE
DRIVE**

(Street)

WINCHESTER,, VA 22601

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
**AMERICAN WOODMARK CORP
[AMWD]**

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

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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. 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)	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)
Common Stock	12/20/2004		M/K	20,000 A	\$ 14.93 236,200	D	
Common Stock	12/20/2004		F/K	10,064 D	\$ 43.495 226,136	D	
Common Stock	12/20/2004		M/K	13,333 A	\$ 31.9 239,469	D	
Common Stock	12/20/2004		F/K	10,644 D	\$ 43.495 228,825	D	
	12/20/2004		M/K	6,666 A	235,491	D	

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

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

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(9-02)

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 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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