

AMERICAN WOODMARK CORP
 Form 4
 July 07, 2006

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
GOSA JAMES J

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
AMERICAN WOODMARK CORP, 3102 SHAWNEE DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/06/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President & CEO

WINCHESTER, VA 222601

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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)
				(A) or (D)	Price		
				Code	V	Amount	
common stock	07/06/2006		M/K	A	\$ 14.93	180,630	D
common stock	07/06/2006		F/K	D	\$ 34.48	155,978	D
common stock	07/06/2006		M/K	A	\$ 9.28	225,978	D
common stock	07/06/2006		F/K	D	\$ 34.48	191,956	D
common stock	07/06/2006		M/K	A	\$ 10.86	321,956	D

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common stock	07/06/2006	F/K	67,373	D	\$ 34.48	254,583	D
common stock - 401-K Plan						3,725	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 of Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
common stock option	\$ 14.93	07/06/2006		M/K	41,000	05/16/2002	05/16/2011	right-to-buy
common stock option	\$ 9.28	07/06/2006		M/K	70,000	05/24/2001	05/24/2010	right-to-buy
common stock option	\$ 10.86	07/06/2006		M/K	130,000	08/24/2001	08/24/2010	right-to-buy
common stock option	\$ 34.48	07/06/2006		A	24,652	07/06/2007	05/16/2011	right-to-buy
common stock option	\$ 34.48	07/06/2006		A	34,022	07/06/2007	05/24/2010	right-to-buy
common stock option	\$ 34.48	07/06/2006		A	67,373	07/06/2007	08/24/2010	right-to-buy

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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	Director	10% Owner	Officer	Other
GOSA JAMES J AMERICAN WOODMARK CORP 3102 SHAWNEE DRIVE WINCHESTER, VA 222601	X		Chairman, President & CEO	

Signatures

Brenda Dupont,
Attorney-in-fact

07/07/2006

__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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