

AMERICAN WOODMARK CORP  
Form 8-K  
February 24, 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): February 24, 2004**

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**American Woodmark Corporation<sup>®</sup>**

(Exact name of registrant as specified in its charter)

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

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

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**American Woodmark Corporation**

**ITEM 5. OTHER EVENTS**

On February 24, 2004, the Registrant issued a press release announcing results for the third quarter ended January 31, 2004 and declaring a quarterly cash dividend to shareholders. 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 February 24, 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.

/s/ Kent B. Guichard

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Dennis M. Nolan, Jr.

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Kent B. Guichard

Corporate Controller

Senior Vice President, Finance and Chief Financial Officer

Date: February 24, 2004

Date: February 24, 2004

Signing on behalf of the registrant and as principal  
accounting officer

Signing on behalf of the registrant and as principal  
financial officer

**EXHIBIT INDEX**

<u>Exhibit Number</u>	<u>Exhibit</u>
99.1	The Registrant's Press Release dated February 24, 2004