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AMERICAN WOODMARK CORP

Form 4

September 05, 2006

FORM	OMB APPROVAL						
_	Washington, D.C. 20549						
Check this if no longer		Expires: January 31,					
subject to Section 16. Form 4 or	Estimated average burden hours per response 0.5						
Form 5 obligations may continue. See Instruction 1(b). 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 Re	sponses)						
1. Name and Add BRANDT WI	dress of Reporting Person ** LLIAM F	2. Issuer Name and Ticker or Trading Symbol AMERICAN WOODMARK CORE	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
		[AMWD]	(Check	t un applicable)			
(Last)	(First) (Middle) CAN WOODMARK	3. Date of Earliest Transaction (Month/Day/Year) 09/01/2006	X Director Officer (give below)	_X 10% Owner title Other (specify below)			
	ION, 3102 SHAWNEE	09/01/2000					
	(Street)	Applicable Line) _X_ Form filed by C	Individual or Joint/Group Filing(Check plicable Line) _ Form filed by One Reporting Person _ Form filed by More than One Reporting				
WINCHESTE	ER, VA 22601		Person	ore man One Reporting			
(City)	(State) (Zip)	Table I - Non-Derivative Securities A	cquired, Disposed of	, or Beneficially Owned			
1.Title of Security (Instr. 3)	2. Transaction Date 2A. D (Month/Day/Year) Exect any (Mont	tion Date, if Transaction(A) or Disposed of Code (D) th/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) (A) or	red 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. 7. Nature of Ownership Indirect Form: Direct Beneficial (D) or Ownership Indirect (I) (Instr. 4) (Instr. 4)			
Common	09/01/2006			D			
Stock	09/01/2000	G 12,000 D \$	0 3,421,094	D			
Common Stock - Brandt Family Foundation			46,888	D			
Common Stock - 401-K Plan			10,941	D			

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Common Stock - Trustee For Children	193,600	D	
Common Stock - Trustee For Children	61,952	I	By Spouse
Common Stock	40,000	I	By Spouse

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

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.

SEC 1474

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9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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)	4. Transac Code (Instr. 8	of 8) D Se A (A D of	lumber		ate	Secur	ınt of rlying	8. Price of Derivative Security (Instr. 5)
			Code	V (A	A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
BRANDT WILLIAM F C/O AMERICAN WOODMARK CORPORATION 3102 SHAWNEE DRIVE WINCHESTER, VA 22601	X	X			
Signatures					

Signatures

Brenda Dupont,	09/05/2006			
Attorney-in-fact	09/03/200			

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**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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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