

AMERICAN WOODMARK CORP  
 Form 4  
 December 21, 2004

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

OMB APPROVAL

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**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 \*  
**BLOUNT DAVID L**

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)

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

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

**AMERICAN WOODMARK CORPORATION, 3102 SHAWNEE DRIVE**

(Street)

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

**WINCHESTER,, VA 22601**

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

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

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 (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	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

