

AMERICAN WOODMARK CORP
Form SC 13G/A
February 11, 2010

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934

(Amendment No. 23)

AMERICAN WOODMARK CORPORATION

(Name of Issuer)

COMMON STOCK, NO PAR

(Title of class of Securities)

030506 10 9

(CUSIP Number)

December 31, 2009

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1 (b)

Rule 13d-1 (c)

Rule 13d-1 (d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on the following page(s))

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- | | | |
|--------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------|---------------------------|
| 1. | Names of Reporting Persons: | William F.
Brandt, Jr. |
| 2. | Check the Appropriate box if a Member of A Group (see instructions)
(a) Not Applicable
(b) Not Applicable | |
| 3. | SEC Use Only | |
| 4. | Citizenship or Place of Organization | United States |
| Number of shares beneficially owned by each reporting person with: | | |
| | 5. Sole Voting Power | 3,485,093 |
| | 6. Shared Voting Power | 14,988 |
| | 7. Sole Dispositive Power | 3,485,093 |
| | 8. Shared Dispositive Power | 14,988 |
| 9. | Aggregate Amount Beneficially Owned By Each Reporting Person | 3,500,081 |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see instructions) | X |
| 11. | Percent of Class Represented by Amount in Row 9 | 24.7% |
| 12. | Type of Reporting Person (see instructions) | IN |

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Item 1.

Item 1(a) Name of Issuer: American Woodmark Corporation
 Item 1(b) Address of issuer's principal executive offices: 3102 Shawnee Drive
 Winchester, VA 22601

Item 2.

Item 2(a) Name of person filing: William Fr. Brandt, Jr.
 Item 2(b) Address and principal business office or, if none, residence: 3102 Shawnee Drive
 Winchester, VA 22601
 Item 2(c) Citizenship: United States
 Item 2(d) Title of class of securities: Common Stock, Non Par Value
 Item 2(e) CUSIP No.: 030506 10 9

Item 3.

Not Applicable

Item 4.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

a.	Amount beneficially owned:	3,500,081
b.	Percent of class	24.7%
c.	Number of shares as to which such person has:	
	i. Sole power to vote or to direct the vote	3,485,093
	ii. Shared power to vote or to direct the vote	14,988
	iii. Sole power to dispose or to direct the disposition of	3,485,093
	iv. Shared power to dispose or to direct the disposition of	14,988

The foregoing stock ownership figures do not include 61,952 shares owned by Mr. Brandt's wife as trustee for the benefit of their children and 40,000 shares owned directly by Mrs. Brandt. Mr. Brandt disclaims beneficial ownership of such shares for purposes of Sections 13(d) and 13 (g) of the Securities Exchange Act. The foregoing figures do include 14,988 shares held in the Brandt Family Foundation, and options exercisable by Mr. Brandt within 60 days of December 31, 2008 of 9,999.

Item 5.

Ownership of 5 percent or Less of Class. If this statement is being filed to report the fact that as of the Not Applicable date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following.

Item 6. Ownership of More than 5 Percent on Behalf of Another Person Not Applicable

- | | | |
|----------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------|
| Item 7. | Identification and Classification of the Subsidiary Which Acquired the Security Being Not Applicable Reported on by the Parent Holding Company or Control Person. | |
| Item 8. | Identification and Classification of Members of the Group | Not Applicable |
| Item 9. | Notice of Dissolution of Group | Not Applicable |
| Item 10. | Certifications | Not Applicable |

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 11, 2010

Signature: /S/LAUREL A. SWAUGER

Name: Laurel A. Swauger

Title Attorney-in-Fact

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