

Shelton Loriann
Form 4
December 03, 2010

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Shelton Loriann

2. Issuer Name and Ticker or Trading Symbol
AUDIOVOX CORP [VOXX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
180 MARCUS BLVD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/01/2010

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
Senior Vice President

HAUPPAUGE, NY 11788

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Class A Common Stock | 12/01/2010 | | M | | 4,285 A \$ 4.83 | 4,305 | D |
| Class A Common Stock | 12/01/2010 | | S ⁽¹⁾ | | 4,285 D \$ 7.01 | 20 | D |
| Class A Common Stock | 12/02/2010 | | M | | 1,965 A \$ 4.83 | 1,985 | D |
| Class A Common | 12/02/2010 | | S ⁽²⁾ | | 1,965 D \$ 7 | 20 | D |

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Stock

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

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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 Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Option (Right to Buy) | \$ 4.83 | 12/01/2010 | | X | 4,285 | 02/28/2009 02/28/2011 | Class A Common | 4,285 |
| Option (Right to Buy) | \$ 4.83 | 12/02/2010 | | X | 1,965 | 02/28/2009 02/28/2011 | Class A Common | 1,965 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Shelton Loriann 180 MARCUS BLVD HAUPPAUGE, NY 11788 | | | Senior Vice President | |

Signatures

/s/ Loriann Shelton 12/03/2010

**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).

(1) This transaction was executed pursuant to a 10b-5 trading plan in multiple trades at prices ranging from \$7.00 to \$7.07. The price reported above reflects the weighted average sale price. The reported person hereby undertakes to provide upon request to the SEC staff, Audiovox or a shareholder of Audiovox full information regarding the number of shares and prices at which the transaction was effected.

(2) This transaction was executed pursuant to a 10b-5 trading plan in multiple trades at prices ranging from \$7.00 to \$7.02. The price reported above reflects the weighted average sale price. The reported person hereby undertakes to provide upon request to the SEC staff, Audiovox or a shareholder of Audiovox full information regarding the number of shares and prices at which the transaction was effected.

(3) Option to Purchase Class A Common Stock at an exercise price of \$4.83 per share with an expiration date of 02/28/2011.

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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