

STOEHR CHARLES M
Form 4
October 12, 2010

FORM 4

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

OMB APPROVAL

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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 *
STOEHR CHARLES M

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

HAUPPAUGE, NY 11788

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
10/07/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
CFO and Senior Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Class A Common Stock | 10/07/2010 | | M | 67 | A \$ 4.83 | 2,677 | D |
| Class A Common Stock | 10/07/2010 | | S | 67 | D \$ 7 | 2,610 | D |
| Class A Common Stock | 10/08/2010 | | M | 2,307 | A \$ 4.83 | 4,917 | D |
| Class A Common | 10/08/2010 | | S ⁽¹⁾ | 2,307 | D \$ 7.03 | 2,610 | D |

Stock

| | | | | | | | |
|----------------------------|------------|------------------|-------|---|------------|-------|---|
| Class A Common Stock | 10/11/2010 | M | 1,133 | A | \$ 4.83 | 3,743 | D |
| Class A Common Stock | 10/11/2010 | S ⁽¹⁾ | 1,133 | D | \$ 7.05 | 2,610 | D |

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.

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(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 | | | |
|---|--|---|---|--------------------------------------|---|--|---|---|--------------------|-------------------|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Option (Right to Buy) | \$ 4.83 | 10/07/2010 | | X | | 67 | | 11/30/2008 | 02/28/2011 | Class A Common | 67 |
| Option (Right to Buy) | \$ 4.83 | 10/08/2010 | | X | | 2,307 | | 11/30/2008 | 02/28/2011 | Class A Common | 2,307 |
| Option (Right to Buy) | \$ 4.83 | 10/11/2010 | | X | | 1,133 | | 11/30/2008 | 02/28/2011 | Class A Common | 1,133 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| STOEHR CHARLES M 180 MARCUS BLVD HAUPPAUGE, NY 11788 | X | | CFO and Senior Vice President | |

Signatures

/s/ Charles M.
Stoehr

10/12/2010

__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).

- 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.
- (1) Option to Purchase Class A Common Stock at an exercise price of \$4.83 per share with an exercise and expiration date of 11/30/2008 and 11/30/2010 (3,440 shares) and 02/28/2009 and 02/28/2011 (6,250 shares), respectively.
 - (2) Option to Purchase Class A Common Stock at an exercise price of \$4.83 per share with an exercise and expiration date of 11/30/2008 and 11/30/2010 (1,133 shares) and 02/28/2009 and 02/28/2011 (6,250 shares), respectively.
 - (3) Option to Purchase Class A Common Stock at an exercise price of \$4.83 per share with an exercise and expiration date of 02/28/2009 and 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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