

Shelton Loriann
Form 4
October 12, 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

(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
X Officer (give title below) ___ Other (specify below)
Senior Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Class A Common Stock | 10/07/2010 | | M | | 66 | A | \$ 4.83 |
| Class A Common Stock | 10/07/2010 | | S | | 66 | D | \$ 7 20 |
| Class A Common Stock | 10/08/2010 | | M | | 2,307 | A | \$ 4.83 2,327 |
| Class A Common | 10/08/2010 | | S ⁽¹⁾ | | 2,307 | D | \$ 20 7.03 |

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Stock

Class A
Common Stock 10/11/2010 M 1,134 A \$ 4.83 1,154 D

Class A
Common Stock 10/11/2010 S⁽¹⁾ 1,134 D \$ 7.04 20 D

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 | 10/07/2010 | | X | 66 | 11/30/2008 02/28/2011 | Class A Common | 66 |
| 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 | 1,134 | 11/30/2008 02/28/2011 | Class A Common | 1,134 |

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

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 \$7.09. 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 (3,441 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 (1,134 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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