

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>SHALAM JOHN J</u>  (Last) (First) (Middle) 180 MARCUS BLVD PO BOX 12427  (Street) HAUPPAGE NY 11788-0518  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>AUDIOVOX CORP [ VOXX ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;"><b>Chairman</b></p>
	3. Date of Earliest Transaction (Month/Day/Year) 07/19/2005	
4. If Amendment, Date of Original Filed (Month/Day/Year) 07/21/2005		

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	07/19/2005		S		20,000 <sup>(1)</sup>	D	\$16.93	1,894,391	D	
Class A Common Stock	07/19/2005		X		20,000	A	\$5.88	1,914,391	D	
Class A Common Stock	07/20/2005		S		20,000 <sup>(1)</sup>	D	\$16.95	1,894,391	D	
Class A Common Stock	07/20/2005		X		20,000	A	\$5.88	1,914,391	D	
Class A Common Stock	07/21/2005		S		20,000 <sup>(1)</sup>	D	\$17.5	1,894,391	D	
Class A Common Stock	07/21/2005		X		20,000	A	\$5.88	1,914,391	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Option (Right to Buy)	\$5.88	07/19/2005		X			20,000	08/09/1998	08/09/2005	Class A Common Stock	20,000 <sup>(2)</sup>	\$0	115,000 <sup>(2)(3)</sup>	D	
Option (Right to Buy)	\$5.88	07/20/2005		X			20,000	08/09/1998	08/09/2005	Class A Common Stock	20,000 <sup>(2)</sup>	\$0	95,000 <sup>(2)(3)</sup>	D	
Option (Right to Buy)	\$5.88	07/21/2005		X			20,000	08/09/1998	08/09/2005	Class A Common Stock	20,000 <sup>(2)</sup>	\$0	75,000 <sup>(2)(3)</sup>	D	

**Explanation of Responses:**

- All shares sold pursuant to a 10b-5 trading plan.
- Option to purchase Class A common shares at an exercise price of \$5.88 per share.
- The numbers were misreported in error on the original filing as 135,000, 115,000, and 95,000, respectively.

John J. Shalam

07/27/2005

\*\* Signature of Reporting Person

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.