

**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
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Shelton Loriann</u>			2. Issuer Name and Ticker or Trading Symbol <u>VOXX International Corp [ VOXX ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Senior Vice President</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>03/27/2012</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
<u>180 MARCUS BLVD</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>HAUPPAUGE NY 11788</u>								
(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
<u>Class A Common Stock</u>	<u>03/27/2012</u>		<u>M</u>		<u>5,071</u>	<u>A</u>	<u>\$6.37</u>	<u>9,091</u>	<u>D</u>	
<u>Class A Common Stock</u>	<u>03/27/2012</u>		<u>S<sup>(1)</sup></u>		<u>5,071</u>	<u>D</u>	<u>\$14.05</u>	<u>4,020</u>	<u>D</u>	

**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
<u>Option (Right to Buy)</u>	<u>\$6.37</u>	<u>03/27/2012</u>		<u>X</u>		<u>5,071</u>		<u>11/30/2010</u>	<u>11/30/2012</u>	<u>Class A Common</u>	<u>5,071</u>	<u>\$0</u>	<u>13,229<sup>(2)</sup></u>	<u>D</u>	

**Explanation of Responses:**

- This transaction was executed pursuant to a 10b-5 trading plan in multiple trades ranging from \$14.00 to \$14.21. The price reported above reflects the weighted average sale price. The reported person hereby undertakes to provide upon request to the SEC staff, VOXX or a shareholder of VOXX full information regarding the number of shares and prices at which the transaction was effected.
- Option to Purchase Class A Common Stock at an exercise price of \$6.37 with an expiration date of 11/30/12.

**Remarks:**

/s/ Loriann Shelton 03/29/2012

\*\* 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.