

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 | |
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|--|---------|----------|--|--|--|--|--|--|
| 1. Name and Address of Reporting Person* <u>Shelton Loriann</u> | | | 2. Issuer Name and Ticker or Trading Symbol <u>AUDIOVOX 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>10/07/2010</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 | | | |
| Class A Common Stock | 10/07/2010 | | M | | 66 | A | \$4.83 | 86 | D | |
| Class A Common Stock | 10/07/2010 | | s | | 66 | D | \$7 | 20 | D | |
| Class A Common Stock | 10/08/2010 | | M | | 2,307 | A | \$4.83 | 2,327 | D | |
| Class A Common Stock | 10/08/2010 | | s ⁽¹⁾ | | 2,307 | D | \$7.03 | 20 | D | |
| 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 | |

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 | | | | | | 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 | \$0 | 9,691 ⁽²⁾ | D | |
| Option (Right to Buy) | \$4.83 | 10/08/2010 | | X | | 2,307 | | 11/30/2008 | 02/28/2011 | Class A Common | 2,307 | \$0 | 7,384 ⁽³⁾ | D | |
| Option (Right to Buy) | \$4.83 | 10/11/2010 | | X | | 1,134 | | 11/30/2008 | 02/28/2011 | Class A Common | 1,134 | \$0 | 6,250 ⁽⁴⁾ | D | |

Explanation of Responses:

- 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.
- 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.
- 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.
- 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.

Remarks:

/s/ Loriann Shelton 10/12/2010
** 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.