SEC Form 5

FORM 5

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).

☒ Form 3 Holdings Reported.

☒ Form 4 Transactions Reported.

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person*
Gordon James Jr
(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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
02/28/2007

4. If Amendment, Date of 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)
Senior VP, Operations

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Class A Common Stock	07/17/2006		A4	135.83	A	$12.7	135.83	D	
Class A Common Stock	08/15/2006		A4	84.13	A	$13.67	219.96	D	
Class A Common Stock	09/15/2006		A4	77.41	A	$14.86	297.37	D	
Class A Common Stock	10/16/2006		A4	91.1	A	$12.62	388.47	D	
Class A Common Stock	11/15/2006		A4	84.13	A	$13.67	472.6	D	
Class A Common Stock	12/15/2006		A4	88.53	A	$12.99	561.13	D	
Class A Common Stock	01/16/2007		A4	115.54	A	$14.93	676.67	D	
Class A Common Stock	02/15/2007		A4	38.11	A	$15.09	714.78(2)	D	
Class A Common Stock			3				0(1)	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)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Option (Right to Buy)	$12.24	08/03/2006		4A(2)	10,000		08/03/2006	08/02/2008	Class A Common Stock	10,000	$0	10,000	D	

Explanation of Responses:

1. This information should have been reported on Form 3 in February, 2006 when Mr. Gordon was elected a Senior Vice President.
2. This information should have been report on Form 4 at time security was acquired.

/s/ James Gordon Jr. 04/16/2007
** 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.