

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

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* <u>UTSTARCOM INC</u> (Last) (First) (Middle) <u>1275 HARBOR BAY PARKWAY</u> <u>SUITE 100</u> (Street) <u>ALAMEDA CA 94502</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>06/11/2004</u>	3. Issuer Name and Ticker or Trading Symbol <u>AUDIOVOX CORP [VOXX]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Class A Common Stock, par value \$0.01 per share</u>	<u>0(1)(2)(3)(4)(5)</u>	<u>I</u>	<u>By contract</u>

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

Explanation of Responses:

- UTStarcom, Inc. ("UTStarcom") files this Form 3 in connection with the Voting Agreement and Irrevocable Proxy, dated as of June 11, 2004 (the "Voting Agreement"), between UTStarcom and John J. Shalam (the "Stockholder"), a stockholder of the Issuer.
- The Voting Agreement was entered into concurrently with the Asset Purchase Agreement, dated as of June 11, 2004, among Audiovox Communications Corp. ("ACC"), a subsidiary of the Issuer, Quintex Mobile Communications Corporation, a wholly owned subsidiary of ACC ("Quintex"), Audiovox Communications Canada Co., ("ACCC"; and, together with ACC and Quintex, collectively, the "Seller"), the Issuer, UTStarcom and its Canadian subsidiary, UTStarcom Canada Company (the "Asset Purchase Agreement"). Pursuant to the Asset Purchase Agreement, and subject to the conditions set forth therein (including approval of the Issuer's stockholders, certain regulatory approvals and other customary conditions), UTStarcom agreed, among other things, to acquire certain of the assets, and to assume certain of the liabilities, of the Seller relating to the wireless handset business of the Issuer.
- Pursuant to the Voting Agreement, the Stockholder agreed that at any meeting of the stockholders of the Issuer, however called, or any adjournment thereof, or by written consent, the Stockholder shall be present (in person or by proxy) and vote (or cause to be voted) all of his Voting Shares (as defined below), in favor of the approval of the Asset Purchase Agreement and the transactions contemplated thereby. "Voting Shares" is defined as 1,918,977 shares of Class A Common Stock and 2,144,152 shares of Class B Common Stock, together with any shares of Class A Common Stock and Class B Common Stock, acquired after June 11, 2004, whether upon the exercise of options, conversion of convertible securities or otherwise, and any other voting securities of the Issuer (whether acquired theretofore or thereafter) that are directly owned by the Stockholder.
- In addition, pursuant to the Voting Agreement, the Stockholder appoints UTStarcom as its proxy (which proxy is irrevocable and which appointment is coupled with an interest, including for purposes of Section 212 of the Delaware General Corporation Law) to vote solely in favor of the approval of the Asset Purchase Agreement and the transactions contemplated thereby. The Stockholder agreed to execute any further agreement or form reasonably necessary or appropriate to confirm and effectuate the grant of the proxy contained in the Voting Agreement.
- If all of the shares of Class B Common Stock subject to the Voting Agreement were converted into shares of Class A Common Stock, the aggregate shares of Class A Common Stock beneficially owned by UTStarcom would be 4,063,129 shares. Consequently, for the purposes of determining UTStarcom's status as a 10% holder, UTStarcom is deemed to own beneficially 4,063,129 shares of Class A Common Stock pursuant to its voting power over the Voting Shares. However, for Form 3 purposes, UTStarcom is not the beneficial owner of any shares of Class A Common Stock because UTStarcom has no pecuniary interest in the Voting Shares.

/s/ Michael J. Sophie, CFO and Senior Vice President 06/21/2004

** 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 5 (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.