

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT PURSUANT
TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported) May 24, 2005

AUDIOVOX CORPORATION
(Exact Name of Registrant as Specified in Its Charter)

DELAWARE
(State or Other Jurisdiction of Incorporation)

0-28839
(Commission File Number)

13-1964841
(IRS Employer Identification No.)

180 Marcus Boulevard, Hauppauge, New York
(Address of Principal Executive Offices)

11788
(Zip Code)

(631) 231-7750
(Registrant's Telephone Number, Including Area Code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(e))

Page 1 of 4

Item 8.01 Other Events

On May 24, 2005, Audiovox Corporation ("the Company") issued a press release announcing that John J. Shalam, Chairman and Chief Executive Officer, Michael Stoehr, Senior Vice President and Chief Financial Officer and Philip Christopher, Director have each entered into a written selling program in accordance with the guidelines specified by the SEC's Rule 10b-5, under the Securities and Exchange Act of 1934. Please see the copy of the release that is furnished herewith as Exhibit 99.1.

The information furnished under this Item 8.01, including Exhibit 99.1, shall not be deemed to be filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and will not be incorporated by reference into any registration statement filed under the Securities Act of 1933, as amended, unless specifically identified therein as being incorporated therein by reference.

Page 2 of 4

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

AUDIOVOX CORPORATION (Registrant)

Date: May 24, 2005

By: /s/ John J. Shalam

John J. Shalam
President and Chief Executive Officer

Page 3 of 4

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press Release, dated May 24, 2005, announcing the adoption of a 10b-5 Plan.

Audiovox Corporation Adopts 10b-5 Plan

Hauppauge, NY...May 24, 2005...Audiovox Corporation (NASDAQ: VOXX) today announced that John J. Shalam, Chairman and Chief Executive Officer, Michael Stoehr, Senior Vice President and Chief Financial Officer and Philip Christopher, Director have each entered into a written selling program in accordance with the guidelines specified by the SEC's Rule 10b-5, under the Securities and Exchange Act of 1934.

Pursuant to the selling programs, each individual intends to exercise certain of his Audiovox options, which were granted in 1995 and would otherwise expire on August 9, 2005. In total, there are 212,500 options that will be exercised, of which, Mr. Shalam holds approximately 82%. In Mr. Shalam's case, he will not sell more than 20,000 shares per day.

Shalam stated, "The exercising of these options and the potential sale thereafter is in no way reflective of our belief in the company's near- and long-term prospects. We have entered a 10b-5 plan as a way of achieving prudent diversification of our assets as well as estate planning." Shalam continued, "With regard to the block of options that I will exercise, assuming all of them are exercised and sold, it will represent only a small percentage of my personal holdings."

Shalam further stated, "Our business has been improving and many of the issues that have impacted our results over the past six months are drawing to a close. We look forward to a continuation of this improving trend during the second half of fiscal 2005 and believe our cash position and strong balance sheet provides us with the financial flexibility to grow both internally and via acquisition over the coming years. We continue to work diligently to increase shareholder value for all parties."

About Audiovox

Audiovox Corporation is a leading international supplier and value added service provider in the consumer electronics industry. The Company conducts its business through subsidiaries and markets, mobile and consumer electronics products both domestically and internationally under several of its own brands. It also functions as an OEM (Original Equipment Manufacturer) supplier to a wide variety of customers, through several distinct distribution channels. For additional information, please visit Audiovox on the Web at <http://www.audiovox.com>.

Except for historical information contained herein, statements made in this release that would constitute forward-looking statements may involve certain risks and uncertainties. All forward-looking statements made in this release are based on currently available information and the Company assumes no responsibility to update any such forward-looking statement. The following factors, among others, may cause actual results to differ materially from the results suggested in the forward-looking statements. The factors include, but are not limited to, risks that may result from changes in the Company's business operations; our ability to keep pace with technological advances; significant competition in the mobile and consumer electronics businesses as well as the wireless business; our relationships with key suppliers and customers; quality and consumer acceptance of newly introduced products; market volatility; non-availability of product; excess

Exhibit 99.1

Audiovox Corporation Adopts 10b-5 Plan

Page 2 of 2

inventory; price and product competition; new product introductions; the possibility that the review of our prior filings by the SEC may result in changes to our financial statements; and the possibility that stockholders or regulatory authorities may initiate proceedings against Audiovox and/or our officers and directors as a result of any restatements. Risk factors associated with our business, including some of the facts set forth herein, are detailed in the Company's Form 10-K for the fiscal year ended November 30, 2004 and Form 10-Q for the fiscal first quarter ended February 28, 2005.

Company Contacts

Glenn Wiener
GW Communications for Audiovox

Tel: 212-786-6011
Email: GWIENER@GWCCO.COM

#

Exhibit 99.1