

SHALAM JOHN J
Form 4
October 19, 2012

FORM 4

**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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
SHALAM JOHN J

2. Issuer Name and Ticker or Trading Symbol
VOXX International Corp [VOXX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
180 MARCUS BLVD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/17/2012

Director 10% Owner
 Officer (give title below) Other (specify below)

HAUPPAUGE, NY 11788

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
CLASS A COMMON STOCK	10/17/2012		M		15,500 A \$ 6.37	1,925,693	D
CLASS A COMMON STOCK	10/17/2012		S ⁽¹⁾		15,500 D \$ 6.86	1,910,193	D
CLASS A COMMON STOCK	10/18/2012		M		17,500 A \$ 6.37	1,927,693	D
CLASS A COMMON STOCK	10/18/2012		S ⁽²⁾		17,500 D \$ 6.66	1,910,193	D

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Option (Right to Buy)	\$ 6.37	10/17/2012		X	15,500	11/30/2009 11/30/2012	Class A Common	15,500
Option (Right to Buy)	\$ 6.37	10/18/2012		X	17,500	11/30/2009 11/30/2012	Class A Common	17,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHALAM JOHN J 180 MARCUS BLVD HAUPPAUGE, NY 11788	X	X		

Signatures

/s/ John J. Shalam 10/19/2012

**Signature of Reporting Person Date

Explanation of Responses:

* 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).

This transaction was executed pursuant to a 10b-5 trading plan in multiple trades at prices ranging from \$6.77 to \$6.99. The price reported (1) 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.

(2)

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This transaction was executed pursuant to a 10b-5 trading plan in multiple trades at prices ranging from \$6.52 to \$6.78. 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.

- (3) Option to Purchase Class A Common Stock at an exercise price of \$6.37 per share with an exercise date of 11/30/09 and an expiration date of 11/30/12.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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