

KOSS JOHN C JR
Form 4
July 18, 2011

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 *
KOSS JOHN C JR

2. Issuer Name and Ticker or Trading Symbol
KOSS CORP [KOSS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
4129 NORTH PORT
WASHINGTON AVENUE

3. Date of Earliest Transaction (Month/Day/Year)
05/09/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice President - Sales

(Street)
MILWAUKEE, WI 53212

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

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock					356,294 ⁽¹⁾	D	
Common Stock					32,000 ⁽¹⁾	I	Custodian
Common Stock					109,718 ⁽¹⁾	I	ESOP

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

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number.

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (right to buy)	\$ 10.71 <u>(2)</u>	05/09/2007		A	40,000 <u>(2)</u>	<u>(3)</u>	05/09/2012	Common Stock	40,000
Employee Stock Option (right to buy)	\$ 8.53 <u>(2)</u>	05/08/2008		A	60,000 <u>(2)</u>	<u>(4)</u>	05/08/2013	Common Stock	60,000
Employee Stock Option (right to buy)	\$ 6.905 <u>(2)</u>	07/15/2009		A	100,000 <u>(2)</u>	<u>(5)</u>	07/15/2014	Common Stock	100,000
Employee Stock Option (right to buy)	\$ 5.76	07/14/2010		A	100,000	<u>(6)</u>	07/14/2015	Common Stock	100,000

Reporting Owners

Reporting Owner Name / Address**Relationships**

Director 10% Owner Officer Other

KOSS JOHN C JR
4129 NORTH PORT WASHINGTON AVENUE
MILWAUKEE, WI 53212

Vice President - Sales

Signatures

John Koss, Jr.

07/18/2011

**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).

- (1) These totals reflect the December 1, 2009 2-for-1 stock split and recent ESOP allocations.
- (2) This exercise price and number of derivative securities reflect the December 1, 2009 2-for-1 stock split.
- (3) This option vests in four equal installments beginning on 05/09/2008.
- (4) This option vests in four equal installments beginning on 05/08/2009
- (5) This option vests in four equal installments beginning on 07/15/2010.
- (6) This option vests in four equal installments beginning on 07/14/2011.

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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