

KOSS CORP
Form 4
December 10, 2010

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 MICHAEL J

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

MILWAUKEE, WI 53212

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
05/08/2006

4. If Amendment, Date 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)
President and CEO

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 Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	12/08/2010		G	V 2,000 D \$ 0	826,340 ⁽⁶⁾	D	
Common Stock	12/08/2010		G	V 2,000 A \$ 0	144,122 ⁽⁷⁾	I	Trust for Children
Common Stock					113,017 ⁽⁸⁾	I	ESOP

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

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SEC 1474 (9-02)

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)	\$ 14.4	05/08/2006		A	80,000	<u>(1)</u> 05/08/2011	Common Stock 80,000
Employee Stock Option (right to buy)	\$ 10.71	05/09/2007		A	80,000	<u>(2)</u> 05/09/2012	Common Stock 80,000
Employee Stock Option (right to buy)	\$ 8.53	05/08/2008		A	120,000	<u>(3)</u> 05/08/2013	Common Stock 120,000
Employee Stock Option (right to buy)	\$ 6.905	07/15/2009		A	160,000	<u>(4)</u> 07/15/2014	Common Stock 160,000
Employee Stock Option (right to buy)	\$ 5.76	07/14/2010		A	160,000	<u>(5)</u> 07/14/2015	Common Stock 160,000

Reporting Owners

Reporting Owner Name / Address**Relationships**

Director 10% Owner Officer Other

KOSS MICHAEL J
4129 NORTH PORT WASHINGTON AVENUE
MILWAUKEE, WI 53212

President and CEO

Signatures

Michael J. Koss 12/10/2010

__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) This option vests in four equal installments beginning on 5/8/2007.
- (2) This option vests in four equal installments beginning on 5/9/2008.
- (3) This option vests in four equal installments beginning on 5/8/2009.
- (4) This option vests in four equal installments beginning on 7/15/2010.
- (5) This option vests in four equal installments beginning on 7/14/2011.
- (6) This total reflects the December 1, 2009 2-for-1 stock split and a transfer from the reporting person's ESOP to the reporting person directly.
- (7) This total reflects the December 1, 2009 2-for-1 stock split.
- (8) This total reflects the December 1, 2009 2-for-1 stock split, a transfer from the reporting person's ESOP to the reporting person directly and recent ESOP allocations.

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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