

KOSS CORP
Form 4
July 26, 2013

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 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)
12/20/2012

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock					142,122	I	Trust for Children ⁽¹⁾
Common Stock					787,246 ⁽²⁾	D	
Common Stock					124,826	I	ESOP
Common Stock					48,461	I	By 401(k)
Common Stock	12/20/2012		G	857,949 A	\$ 0 857,949	I	By self as co-trustee of Nancy

Koss Trust
(3)

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 5.83	07/24/2013		A	160,000	(4) 07/24/2023	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 07/26/2013

**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).
These shares are held through four separate trusts. Each trust benefits one of the reporting person's four adult children. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission of beneficial ownership of these shares for purposes of Section 16 or any other purpose.
- (1) The reporting person has not acquired or disposed of any directly held shares of common stock since his last Form 4 was filed on March 7, 2013. The Form 4 filed by the reporting person on March 7, 2013, however, reported a different number of directly held shares because (i) such number (on the prior Form 4) included shares held indirectly by the reporting person through a 401(k), and (ii) on the prior Form

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4, the number of shares held directly was tabulated incorrectly.

These shares are held in trust for the benefit of Nancy Koss, the mother of the reporting person. The reporting person disclaims beneficial

(3) ownership of these securities except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission of beneficial ownership of these securities for purpose of Section 16 or any other purpose.

(4) This option vests in four equal annual installments beginning on 07/24/2014.

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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