FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

	OMB APPROVAL		
	OMB Number:	3235-0287	
	Estimated average burden		
1	hours nor resnance.	0.5	

Instruction 1(b) Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940 5. Relationship of Reporting Person(s) to Issuer 2. Issuer Name and Ticker or Trading Symbol 1. Name and Address of Reporting Person (Check all applicable) KOSS CORP [KOSS] Doerr Thomas L. Director 10% Owner Officer (give title Other (specify 3. Date of Earliest Transaction (Month/Day/Year) below) (Middle) (Last) (First) 02/01/2012 4129 N. PORT WASHINGTON ROAD 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) (Street) X Form filed by One Reporting Person **MILWAUKEE** 53212 WI Form filed by More than One Reporting (Citv) (qiZ) (State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) 1. Title of Security (Instr. 3) 2. Transaction 2A. Deemed 5. Amount of 7. Nature 6. Ownership of Indirect Beneficial Execution Date Transaction (Month/Day/Year) Beneficially (D) or Indirect if any Code (Instr. (Month/Day/Year) 8) Owned Following (I) (Instr. 4) Ownership (Instr. 4) Reported (A) or Transaction(s) Price Code Amount (D) (Instr. 3 and 4) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of 3. Transaction 3A. Deemed 5. Number 6. Date Exercisable and 7. Title and Amount 8. Price of 9. Number of 10. 11. Nature of Securities
Underlying
Derivative Security Derivative Execution Date, Derivative of Indirect

(Month/Day/Year)

Expiration

02/01/2017

buy) **Explanation of Responses:**

\$5.59

or Exercise Price of

Derivative

Security

Security (Instr. 3)

Stock Option

(right to

1. This option becomes exercisible in three annual installments beginning on February 1, 2013, thirty-three percent (33%) on the first and second anniversary dates and thirty-four percent (34%) on the third anniversary date of the grant date.

Date

(1)

(D)

David D. Smith, Power of

(Instr. 3 and 4)

02/03/2012

10,000

Securities

Following

Reported Transaction(s) (Instr. 4)

Owned

Beneficially

Form:

Direct (D)

or Indirect

(I) (Instr. 4)

D

Beneficial

(Instr. 4)

Ownership

<u>Attorney</u>

Title

Commo

Stock

** Signature of Reporting Person

Amount Number

10,000

Date

Security (Instr. 5)

\$0

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

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

(Month/Day/Year)

02/01/2012

if anv

(Month/Day/Year)

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Α

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

Derivative

Securities

Acquired

(A) or Disposed of (D) (Instr.

(A)

10,000

Code (Instr. 8)