Nixon Theo	dore										
Form 4	2012										
February 03											
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION								NT.	OMB APPROVAL		
UNITED STATES SECURITIES					on, D.C. 20549			NOMB Number:	3235-0287		
Check th		(asimilation, D.C. 2004)					Expires:	January 31,			
if no lon subject t	- NIATHA	AENT OF	CHANGES IN BENEFICIAL OWNERSHIP OF					י ז	Expires: 2005 Estimated average		
Section 16. SECURITIE								burden hou	•		
Form 4 or Form 5 Eiled pursuant to Section 16(a) of the Securities Exchan								response	. 0.5		
obligatic							nge Act of 1934, of 1935 or Secti				
may con	linue.			•	•	ny Act of 1		011			
<i>See</i> Instr 1(b).	ruction	50(11)		ivestillen	i Compa		740				
-(-).											
(Print or Type	Responses)										
1 Nome and	Address of Departing	Danson *					5 Deletionshin	of Domosting Do	rac m(a) t a		
Nixon Theo	Address of Reporting		2. Issuer Name and Ticker or Trading			5. Relationship of Reporting Person(s) to Issuer					
			Symbol KOSS CORP [KOSS]								
(Last)	(First) (L	-		(Che	eck all applicabl	e)		
(Last) (First) (Middle)			3. Date of Earliest Transaction (Month/Day/Year)			X_ Director 10% Owner					
100 SOUTH SPRING STREET			02/01/2012			Officer (give titleOther (specify					
	(Street)		4 70 4	1			below)	below)			
		4. If Amendment, Date Original			al	6. Individual or Joint/Group Filing(Check Applicable Line)					
				Filed(Month/Day/Year)			_X_Form filed by One Reporting Person				
LOUISVIL	LE, KY 40206						Form filed by Person	More than One R	eporting		
(City)	(State)	(Zip)	Tah	le I - Non-l	Derivative	Securities A	cquired, Disposed	of or Beneficia	llv Owned		
1.Title of	2. Transaction Date	24 Deema		3.	4. Securit		5. Amount of	6. Ownership	7. Nature of		
Security	(Month/Day/Year)	Execution I		J. Transactic			Securities	Form: Direct	Indirect		
(Instr. 3)	-	any	<i></i>	Code	Disposed		Beneficially	(D) or Indirect			
		(Month/Da	y/Year)	(Instr. 8)	(Instr. 3,	4 and 5)	Owned Following	(I) (Instr. 4)	Ownership (Instr. 4)		
						(A)	Reported	(1115111-1)	(11011-1)		
						or	Transaction(s) (Instr. 3 and 4)				
				Code V	Amount	(D) Price	(IIIsti: 5 and 4)				
Reminder: Rep	port on a separate line	e for each cla	uss of sec	urities bene	ficially ow	ned directly of	or indirectly.				
Persons who respond to the collection of SEC 1474											
					nformation contained in this form are not (9-02)						
required to respond unless the form displays a currently valid OMB control											
					numb	•					

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative	Expiration Date	Underlying Securities	D
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	S
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)			(]

	Derivative Security			or Disposed (D) (Instr. 3, 4, and 5)	(Instr. 3, 4,			
			Code V	V (A) (D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 5.59	02/01/2012	А	10,000	<u>(1)</u>	02/01/2017	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Nixon Theodore 100 SOUTH SPRING STREET LOUISVILLE, KY 40206	Х					
Signatures						
David D. Smith, Power of Attorney	0	2/03/2012				
**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).
- (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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.