

APPEL BERNARD S
Form 5
May 15, 2009

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
APPEL BERNARD S

2. Issuer Name and Ticker or Trading Symbol
SINGING MACHINE CO INC
[SMD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
03/31/2009

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O THE SINGING MACHINE COMPANY, INC., 6601 LYONS ROAD, BLDG. A-7

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

COCONUT CREEK, FL 33073

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) Amount	or (D) Price			
Common Stock	11/11/2005	^	J4	3,521	A \$ 0.71	3,521	D	^
Common Stock	09/27/2006	^	J4	7,813	A \$ 0.32	11,334	D	^
Common Stock	06/30/2007	^	J4	2,688	A \$ 0.93	14,022	D	^

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Common Stock ⁽¹⁾ 10/08/2008 Â J4 5,556 A \$ 0.45 19,578 D Â

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

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SEC 2270 (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)	Amount or Number of Shares
					(A)	(D)	Date Exercisable	Expiration Date	Title	
Options for Common Stock	\$ 0.75	11/29/2004	Â	J4	20,000	Â	11/29/2005	11/29/2014	Common Stock	20,000
Options for Common Stock	\$ 0.32	03/31/2006	Â	J4	20,000	Â	03/30/2007	03/30/2016	Common Stock	20,000
Options for Common Stock	\$ 0.93	03/31/2007	Â	J4	20,000	Â	03/30/2008	03/30/2017	Common Stock	20,000
Options for Common Stock	\$ 0.45	03/31/2008	Â	J4	20,000	Â	03/30/2009	03/30/2018	Common Stock	20,000
Options for Common Stock ⁽²⁾	\$ 0.11	03/31/2009	Â	J4	20,000	Â	03/30/2010	03/30/2019	Common Stock	20,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director	10% Owner	Officer	Other
Â X	Â	Â	Â

APPEL BERNARD S
C/O THE SINGING MACHINE COMPANY, INC.
6601 LYONS ROAD, BLDG. A-7
COCONUT CREEK, FL 33073

Signatures

/s/ Bernard Appel 05/15/2009

__Signature of Date
Reporting Person

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) All stock grants were awarded as part of the Company's annual director compensation plan.
 - (2) All options were granted as part of the Company's annual director compensation plan.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.