

JUDKOWITZ HARVEY
 Form 5
 May 15, 2009

FORM 5

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

OMB APPROVAL

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 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 *
JUDKOWITZ HARVEY

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)

14241 SW 92ND AVE

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

MIAMI, FL 33176

(City) (State) (Zip)

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

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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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
					(A)	(D)	Date Exercisable	Expiration Date		
Options for Common Stock	\$ 1.2	Â	Â	3	Â	Â	03/29/2005	03/29/2014	Common Stock	20,000
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⁾	\$ 0.45	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

JUDKOWITZ HARVEY
14241 SW 92ND AVE
MIAMI, FL 33176

^ X ^ ^ ^

Signatures

/s/ Harvey
Judkowitz

05/15/2009

**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) 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.