ZOOM TECHNOLOGIES INC

Form 4 April 22, 2005

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL OMB 3235-0287

Washington, D.C. 20549

Number: January 31, Expires: 2005

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

Form 4 or

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(b).

(Print or Type Responses)

1. Name and A MANNING	Symbol	ZOOM TECHNOLOGIES INC					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last)	(First)	(Middle)	(Month/D	3. Date of Earliest Transaction (Month/Day/Year) 04/21/2005					Director 10% Owner Officer (give title Other (specify below) below) Vice President Sales&Marketing			
					ndment, Date Original th/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	Table	Table I - Non-Derivative Securities Acquire						ired, Disposed of, or Beneficially Owned				
1.Title of Security (Instr. 3)	any		eemed tion Date, if h/Day/Year)	on Date, if Transact Code Day/Year) (Instr. 8)					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	04/21/2005			M	V	Amount 3,000	A	\$ 1	99,710	D		
Common Stock	04/21/2005			S		3,000 (1)	D	\$ 2.68	96,710	D		

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

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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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number prof Derivative Securities Acquired (A) or	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and A Underlying S (Instr. 3 and A	Securities
	Security				Disposed of (D) (Instr. 3, 4, and 5)				
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (right to buy)	\$ 1	04/21/2005		M	3,000	06/11/2003(2)	06/11/2005	Common Stock	35,000

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MANNING TERRY

Vice President Sales&Marketing

Signatures

/s/Terry 04/22/2005 Manning

**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) The shares covered by this Form 4 are being sold pursuant to a Rule 10b5-1(c) sales plan dated February 17, 2005.
- (2) The option becomes exercisable in two equal annual installments commencing on June 11, 2003.

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.

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