

Andrea Douglas J
Form 4
August 03, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Andrea Douglas J

2. Issuer Name and Ticker or Trading Symbol
ANDREA ELECTRONICS CORP
[ANDR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
08/01/2018

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

C/O ANDREA ELECTRONICS CORPORATION, 620 JOHNSON AVENUE, SUITE 1-B

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

BOHEMIA, NY 11716

(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 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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	08/01/2018		M		1,875,000	A	\$ 0.04
Common Stock					3,876	I	By Daughter
Common Stock					12,438	I	By Spouse

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

Persons who respond to the collection of information contained in this form are not

SEC 1474 (9-02)

required to respond unless the form displays a currently valid OMB control number.

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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Employee Stock Option (right to buy)	\$ 0.05					11/16/2017 ⁽¹⁾ 11/16/2026	Common Stock 1
Stock Option (right to buy)	\$ 0.06					08/07/2016 ⁽²⁾ 08/07/2025	Common Stock 5
Stock Option (right to buy)	\$ 0.04	08/01/2018		M	1,875,000	08/01/2009 ⁽³⁾ 08/08/2018	Common Stock 1
Stock Option (right to buy)	\$ 0.11					08/01/2010 ⁽⁴⁾ 07/24/2019	Common Stock 1
Stock Option (right to buy)	\$ 0.04					08/01/2010 ⁽⁵⁾ 08/08/2018	Common Stock 1
Stock Option (right to buy)	\$ 0.13					08/01/2011 ⁽⁶⁾ 08/01/2020	Common Stock 1
Stock Option (right to buy)	\$ 0.1					09/02/2015 ⁽⁷⁾ 09/02/2024	Common Stock 5

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Andrea Douglas J C/O ANDREA ELECTRONICS CORPORATION 620 JOHNSON AVENUE, SUITE 1-B BOHEMIA, NY 11716	X		President & CEO	

Signatures

/s/ Corisa Guiffre, Power of Attorney

08/03/2018

__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) Stock Options granted on November 16, 2016 will vest as follows: 33.3% on November 16, 2017, 33.3% on November 16, 2018 and 33.4% November 16, 2019.
- (2) Stock Options granted on August 7, 2015 will vest as follows: 33.3% on August 7, 2016, 33.3% on August 7, 2017 and 33.4% on August 7, 2018.
- (3) Stock Options granted on August 8, 2008 vested as follows: 33.3% on August 1, 2009, 33.3% on August 1, 2010 and 33.4% on August 1, 2011.
- (4) Stock Options granted on July 24, 2009 vested as follows: 33.3% on August 1, 2010, 33.3% on August 1, 2011 and 33.4% on August 1, 2012.
- (5) Stock Options granted on August 8, 2008 vested as follows: 33.3% on August 1, 2010, 33.3% on August 1, 2011 and 33.4% on August 1, 2012.
- (6) Stock Options granted on August 1, 2010 vested as follows: 33.3% on August 1, 2011, 33.3% on August 1, 2012 and 33.4% on August 1, 2013.
- (7) Stock Options granted on September 2, 2014 vested as follows: 33.3% on September 2, 2015, 33.3% on September 2, 2016 and 33.4% on September 2, 2017.

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.