

ANDREA ELECTRONICS CORP

Form 4

August 12, 2008

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
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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 *
JONES GARY A

(Last) (First) (Middle)

C/O ANDREA ELECTRONICS
CORPORATION, 65 ORVILLE
DRIVE

(Street)

BOHEMIA, NY 11716

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
SymbolANDREA ELECTRONICS CORP
[AND]3. Date of Earliest Transaction
(Month/Day/Year)
08/08/20084. If Amendment, Date Original
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	08/08/2008		A	Amount 125,000 (1)	A \$ 0 369,159	D	

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
required to respond unless the form
displays a currently valid OMB control
number.**SEC 1474
(9-02)**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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 Am Underlying Sec (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	A or N or
Employee Stock Option (right to buy)	\$ 0.04	08/08/2008		A		50,000		02/08/2009 ⁽²⁾	08/08/2018	Common Stock	5
Employee Stock Option (right to buy)	\$ 0.04	08/08/2008		A		15,000		08/08/2009 ⁽³⁾	08/08/2018	Common Stock	1
Employee Stock Option (right to buy)	\$ 6.25							03/23/2000	03/23/2009	Common Stock	2
Employee Stock Option (right to buy)	\$ 0.69							01/31/2003	01/31/2012	Common Stock	1
Employee Stock Option (right to buy)	\$ 0.05							11/10/2005	08/10/2015	Common Stock	7
Employee Stock Option (right to buy)	\$ 0.12							05/16/2007	11/16/2016	Common Stock	1
Employee Stock Option (right-to-buy)	\$ 0.11							03/12/2008 ⁽⁴⁾	09/12/2017	Common Stock	1
Employee Stock Option (right-to-buy)	\$ 0.11							09/12/2008 ⁽⁵⁾	09/12/2017	Common Stock	1

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JONES GARY A C/O ANDREA ELECTRONICS CORPORATION 65 ORVILLE DRIVE BOHEMIA, NY 11716	X			

Signatures

/s/ Jones, Gary
A.

08/11/2008

 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 Awards granted on August 8, 2008 immediately vest on the grant date.
- (2) Stock Options granted on August 8, 2008 will vest as follows: 33.3% on February 8, 2009, 33.3% on August 8, 2009 and 33.4% on February 8, 2010.
- (3) Stock Options granted on August 8, 2008 will vest as follows: 33.3% on August 8, 2009, 33.3% on August 8, 2010 and 33.4% on August 8, 2011.
- (4) Stock Options granted on September 12, 2007 will vest as follows: 33.3% on March 12, 2008, 33.3% on September 12, 2008 and 33.4% on March 12, 2009.
- (5) Stock Options granted on September 12, 2007 will vest as follows: 33.3% on September 12, 2008, 33.3% on September 12, 2009 and 33.4% on September 12, 2010.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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