

ANDREA ELECTRONICS CORP
 Form 4
 August 12, 2008

FORM 4

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

OMB APPROVAL

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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 *
LIBIN LOUIS

(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 Symbol
ANDREA ELECTRONICS CORP [AND]

3. Date of Earliest Transaction (Month/Day/Year)
09/12/2007

4. 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)
			Code	V	Amount or Price		
Common Stock	09/12/2007		A		45,455 (1)	A	\$ 0 187,122 D
Common Stock	08/08/2008		A		125,000 (2)	A	\$ 0 312,122 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 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)
Employee Stock Option (right to buy)	\$ 0.04	08/08/2008		A	15,000	08/08/2009 ⁽³⁾ 08/08/2018	Common Stock
Employee Stock Option (right to buy)	\$ 0.61					02/21/2003 02/21/2012	Common Stock
Employee Stock Option (right to buy)	\$ 0.05					11/10/2005 08/10/2015	Common Stock
Employee Stock Option (right to buy)	\$ 0.05					05/01/2006 11/01/2015	Common Stock
Employee Stock Option (right-to-buy)	\$ 0.11					09/12/2008 ⁽⁴⁾ 09/12/2017	Common Stock

Reporting Owners

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

Signatures

/s/ Libin, Louis 08/11/2008
 **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) Stock Awards granted on September 12, 2007 immediately vest on the grant date.
- (2) Stock Awards granted on August 8, 2008 immediately vest on the grant date.
- (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 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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