

Andrea Douglas J
Form 4
August 03, 2018

FORM 4

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

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

OMB APPROVAL

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(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)

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

(Street)

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

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

BOHEMIA, NY 11716

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

(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)
Common Stock	08/01/2018		M	1,875,000	A \$ 0.04	2,219,700	D
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)

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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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date Date	Title Amount Number of Shares
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.

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