

MIGLIOZZI JOSEPH J

Form 4

July 28, 2009

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 *
MIGLIOZZI JOSEPH J2. Issuer Name and Ticker or Trading
Symbol
ANDREA ELECTRONICS CORP
[AND]5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O ANDREA ELECTRONICS
CORPORATION, 65 ORVILLE
DRIVE3. Date of Earliest Transaction
(Month/Day/Year)
07/24/2009☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

(Street)

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)
				(A) or (D)			
			Code	V	Amount	(D)	Price
Common Stock	07/24/2009		A		22,727	A	\$ 0
					374,261	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 N S
Employee Stock Option (right to buy)	\$ 0.11	07/24/2009		A		45,455		01/24/2010 ⁽¹⁾	07/24/2019	Common Stock	4
Employee Stock Option (right to buy)	\$ 0.52							10/01/2004	10/01/2013	Common Stock	1
Employee Stock Option (right to buy)	\$ 0.17							11/21/2004	05/21/2014	Common Stock	2
Employee Stock Option (right to buy)	\$ 0.05							11/10/2005	08/10/2015	Common Stock	4
Employee Stock Option (right to buy)	\$ 0.05							05/01/2006	11/01/2015	Common Stock	4
Employee Stock Option (right to buy)	\$ 0.12							05/16/2007	11/16/2016	Common Stock	4
Employee Stock Option (right to buy)	\$ 0.04							02/08/2009 ⁽²⁾	08/08/2018	Common Stock	1
Employee Stock Option (right to buy)	\$ 0.04							08/08/2009 ⁽³⁾	08/08/2018	Common Stock	
Employee Stock Option (right-to-buy)	\$ 0.11							03/12/2008 ⁽⁴⁾	09/12/2017	Common Stock	4
Employee Stock Option (right-to-buy)	\$ 0.11							09/12/2008 ⁽⁵⁾	09/12/2017	Common Stock	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MIGLIOZZI JOSEPH J
C/O ANDREA ELECTRONICS CORPORATION
65 ORVILLE DRIVE
BOHEMIA, NY 11716

X

Signatures

By: Corisa Guiffre, Power of
Attorney

07/28/2009

__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 July 24, 2009 will vest as follows: 33.3% on January 24, 2010, 33.3% on July 24, 2010 and 33.4% on January 24, 2011.
- (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 1, 2009, 33.3% on August 1, 2010 and 33.4% on August 1, 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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