

Andrea Douglas J
 Form 4
 July 28, 2009

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 *
 Andrea Douglas J

2. 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)

3. Date of Earliest Transaction (Month/Day/Year)
 07/24/2009

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

C/O ANDREA ELECTRONICS CORPORATION, 65 ORVILLE DRIVE

(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 Ownership (Instr. 4)
				(A) or (D) Code V Amount Price			
Common Stock					244,700	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)

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 Underlying (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (right to buy)	\$ 0.11	07/24/2009		A	1,000,000	08/01/2010 ⁽¹⁾	07/24/2019	Common Stock
Employee Stock Option (right to buy)	\$ 5.375					08/17/2000	08/17/2009	Common Stock
Employee Stock Option (right to buy)	\$ 6.875					04/14/2001	04/14/2010	Common Stock
Employee Stock Option (right to buy)	\$ 6					08/01/2001	08/01/2010	Common Stock
Employee Stock Option (right to buy)	\$ 0.69					01/31/2002	01/31/2012	Common Stock
Employee Stock Option (right to buy)	\$ 0.13					12/14/2004	06/14/2014	Common Stock
Employee Stock Option (right to buy)	\$ 0.1					02/04/2005	08/04/2014	Common Stock
Employee Stock Option (right to buy)	\$ 0.04					02/04/2006	08/04/2015	Common Stock
Employee Stock Option (right to buy)	\$ 0.05					11/10/2005	08/10/2015	Common Stock
Employee Stock Option (right to buy)	\$ 0.12					08/01/2007 ⁽²⁾	11/01/2016	Common Stock
	\$ 0.12					08/01/2007 ⁽³⁾	11/16/2016	

