

JONES GARY A  
Form 4  
September 14, 2007

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
JONES GARY A

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)  
09/12/2007

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

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)
Common Stock	09/12/2007		A	(A) or (D) Amount 45,455 (1)	\$ 0 244,159	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Amount of Underlying Security (Instr. 3 and 4)
Employee Stock Option (right-to-buy)	\$ 0.11	09/12/2007		A	18,182	03/12/2008 <sup>(2)</sup> 09/12/2017	Common Stock
Employee Stock Option (right-to-buy)	\$ 0.11	09/12/2007		A	15,000	09/12/2008 <sup>(3)</sup> 09/12/2017	Common Stock
Employee Stock Option (right to buy)	\$ 14.63					03/03/1999 03/03/2008	Common Stock
Employee Stock Option (right to buy)	\$ 14.13					06/08/1999 06/08/2008	Common Stock
Employee Stock Option (right to buy)	\$ 6.25					03/23/2000 03/23/2009	Common Stock
Employee Stock Option (right to buy)	\$ 0.69					01/31/2003 01/31/2012	Common Stock
Employee Stock Option (right to buy)	\$ 0.05					11/10/2005 08/10/2015	Common Stock
Employee Stock Option (right to buy)	\$ 0.12					05/16/2007 <sup>(4)</sup> 11/16/2016	Common Stock

## 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.

09/14/2007

\_\_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 September 12, 2007 immediately vest on the grant date.
- (2) Stock Options granted on September 12, 2007 will vest as follows: 33.3% on March 12, 2008, 33.3% on September 12, 2008 and 33.3% on March 12, 2009.
- (3) Stock Options granted on September 12, 2007 will vest as follows: 33.3% on September 12, 2008, 33.3% on September 12, 2009 and 33.3% on September 12, 2010.
- (4) Stock Options granted on November 16, 2006 will vest as follows: 5,550 on May 16, 2007, 5,550 on November 16, 2007 and 5,567 on May 16, 2008.

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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