

MIGLIOZZI JOSEPH J
 Form 4
 August 08, 2018

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 *
 MIGLIOZZI JOSEPH 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)

3. Date of Earliest Transaction (Month/Day/Year)
 08/06/2018

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

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

(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 Indirect Ownership (Instr. 4)				
				Code	V	Amount	(A) or (D)	Price			
Common Stock	08/06/2018		M		125,000	A		\$ 0.04	1,051,261	D	
Common Stock	08/06/2018		M		15,000	A		\$ 0.04	1,066,261	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)

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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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Employee Stock Option (right to buy)	\$ 0.11					01/24/2010 07/24/2019	Common Stock 45,450
Employee Stock Option (right to buy)	\$ 0.04	08/06/2018		M	125,000	02/08/2009 08/08/2018	Common Stock 125,000
Employee Stock Option (right to buy)	\$ 0.05					11/16/2017 11/16/2026	Common Stock 225,000
Employee Stock Option (right to buy)	\$ 0.04	08/06/2018		M	15,000	08/08/2009 08/08/2018	Common Stock 15,000
Employee Stock Option (right to buy)	\$ 0.08					09/22/2011 09/22/2020	Common Stock 62,500
Employee Stock Option (right to buy)	\$ 0.07					10/02/2014 10/02/2024	Common Stock 100,000
Employee Stock Option (right to buy)	\$ 0.08					10/21/2015 10/21/2024	Common Stock 150,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MIGLIOZZI JOSEPH J C/O ANDREA ELECTRONICS CORPORATION 620 JOHNSON AVE, SUITE 1-B BOHEMIA, NY 11716	X			

Signatures

/s/ Joseph J.
Migliozzi

08/08/2018

**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).

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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