

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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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 *
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 |
| Common Stock | 08/06/2018 | | M | | 15,000 | A | \$ 0.04 |

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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