

GUIFFRE CORISA
Form 4
July 28, 2009

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
GUIFFRE CORISA

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)
C/O ANDREA ELECTRONICS
CORPORATION, 65 ORVILLE
DRIVE

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

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
Vice President & CFO

(Street)
BOHEMIA, NY 11716

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
Common Stock			Code V	Amount (D) Price	2,750	D	

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

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information contained in this form are not
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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 A Underlying Se (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	200,000			07/24/2010 ⁽¹⁾	07/24/2019	Common Stock
Employee Stock Option (right to buy)	\$ 7.125							11/22/2000	11/22/2009	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)	\$ 1.78							03/19/2002	03/19/2011	Common Stock
Employee Stock Option (right to buy)	\$ 0.69							01/31/2002	01/31/2012	Common Stock
Employee Stock Option (right to buy)	\$ 0.05							11/10/2005	08/10/2015	Common Stock
Employee Stock Option (right to buy)	\$ 0.12							11/16/2007 ⁽²⁾	11/16/2015	Common Stock
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							09/12/2008 ⁽⁴⁾	09/12/2017	Common Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

GUIFFRE CORISA
C/O ANDREA ELECTRONICS CORPORATION
65 ORVILLE DRIVE
BOHEMIA, NY 11716

Vice President & CFO

Signatures

/s/ Guiffre,
Corisa

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 July 24, 2010, 33.3% on July 24, 2011 and 33.4% on July 24, 2012.
- (2) Stock Options granted on November 16, 2006 will vest as follows: 133,200 on November 16, 2007, 133,200 on November 16, 2008 and 133,600 on November 16, 2009.
- (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 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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