

SPAET JONATHAN D
Form 4
August 24, 2010

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 *
SPAET JONATHAN D

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)
08/19/2010

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

(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

(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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	08/19/2010		S		300	D	\$ 0.085
Common Stock	08/23/2010		S		200	D	\$ 0.08
Common Stock	08/23/2010		S		79,500	D	\$ 0.075

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

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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 Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option (right to buy)	\$ 0.34					05/12/2004 05/12/2013	Common Stock	35,000
Stock Option (right to buy)	\$ 0.05					11/10/2005 08/10/2015	Common Stock	75,000
Stock Option (right to buy)	\$ 0.12					05/16/2007 11/16/2016	Common Stock	16,667
Stock Option (right to buy)	\$ 0.11					03/12/2008 09/12/2017	Common Stock	18,182
Stock Option (right to buy)	\$ 0.11					09/12/2008 ⁽¹⁾ 09/12/2017	Common Stock	15,000
Stock Option (right to buy)	\$ 0.04					02/08/2009 08/08/2018	Common Stock	50,000
Stock Option (right to buy)	\$ 0.04					08/08/2009 ⁽²⁾ 08/08/2018	Common Stock	15,000
	\$ 0.11					01/24/2010 ⁽³⁾ 07/24/2019		18,182

Stock
Option
(right to
buy)

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SPAET JONATHAN D				
	X			

Signatures

/s/ Corisa Guiffre, Power of
Attorney

08/24/2010

__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 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.
 - (2) 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.
 - (3) Stock Options granted on July 24, 2009, will vest as follows: 33.3% on January 24, 2010, 33.3% on July 24, 2010 and 33.4% on January 24, 2011.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.