

MIGLIOZZI JOSEPH J

Form 4

August 08, 2018

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

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(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 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	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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(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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