JONES GARY A
Form 4
September 14, 2007

FORM 4

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

OMB APPROVAL

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

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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 *
JONES GARY A

(Last) (First) (Middle)

C/O ANDREA ELECTRONICS CORPORATION, 65 ORVILLE DRIVE

(Street)

BOHEMIA, NY 11716

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
ANDREA ELECTRONICS CORP [AND]

3. Date of Earliest Transaction (Month/Day/Year)
09/12/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	09/12/2007		A		45,455 (1)	A	$ 0	244,159	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)

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 Am Underlying Sec (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	A o N o
Employee Stock Option (right-to-buy)	$ 0.11	09/12/2007		A		18,182		03/12/2008 [2]	09/12/2017	Common Stock	1
Employee Stock Option (right-to-buy)	$ 0.11	09/12/2007		A		15,000		09/12/2008 [3]	09/12/2017	Common Stock	1
Employee Stock Option (right to buy)	$ 14.63							03/03/1999	03/03/2008	Common Stock	1
Employee Stock Option (right to buy)	$ 14.13							06/08/1999	06/08/2008	Common Stock	2
Employee Stock Option (right to buy)	$ 6.25							03/23/2000	03/23/2009	Common Stock	2
Employee Stock Option (right to buy)	$ 0.69							01/31/2003	01/31/2012	Common Stock	1
Employee Stock Option (right to buy)	$ 0.05							11/10/2005	08/10/2015	Common Stock	7
Employee Stock Option (right to buy)	$ 0.12							05/16/2007 [4]	11/16/2016	Common Stock	1

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JONES GARY A C/O ANDREA ELECTRONICS CORPORATION 65 ORVILLE DRIVE BOHEMIA, NY 11716	X			

Signatures

/s/ Jones, Gary A.	09/14/2007
**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 Awards granted on September 12, 2007 immediately vest on the grant date.
(2)	Stock Options granted on September 12, 2007 will vest as follows: 33.3% on March 12, 2008, 33.3% on September 12, 2008 and 33.3% on March 12, 2009.
(3)	Stock Options granted on September 12, 2007 will vest as follows: 33.3% on September 12, 2008, 33.3% on September 12, 2009 and 33.3% on September 12, 2010.
(4)	Stock Options granted on November 16, 2006 will vest as follows: 5,550 on May 16, 2007, 5,550 on November 16, 2007 and 5,567 on May 16, 2008.

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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