

ANDREA ELECTRONICS CORP
 Form 4
 November 20, 2006

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 *
 Andrea Douglas J

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)

3. Date of Earliest Transaction (Month/Day/Year)
 11/16/2006

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

C/O ANDREA ELECTRONICS CORPORATION, 65 ORVILLE DRIVE

(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 Ownership (Instr. 4)
				(A) or (D) Code V Amount Price			
Common Stock					244,700	D	
Common Stock					3,876	I	By Daughter
Common Stock					12,438	I	By Spouse

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 Security (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable Expiration Date	Title
Employee Stock Option (right to buy)	\$ 0.12	11/16/2006		A	1,000,000	08/01/2007 ⁽¹⁾ 11/16/2016	Common Stock
Employee Stock Option (right to buy)	\$ 5.38					04/01/1998 04/01/2007	Common Stock
Employee Stock Option (right to buy)	\$ 14.63					03/03/1999 03/03/2008	Common Stock
Employee Stock Option (right to buy)	\$ 14.13					06/08/1999 06/08/2008	Common Stock
Employee Stock Option (right to buy)	\$ 6.25					03/23/2000 03/23/2009	Common Stock
Employee Stock Option (right to buy)	\$ 5.38					08/17/2000 08/17/2009	Common Stock
Employee Stock Option	\$ 6.88					04/14/2001 04/14/2010	Common Stock

(right to buy)						
Employee Stock Option (right to buy)	\$ 6		08/01/2001	08/01/2010	Common Stock	
Employee Stock Option (right to buy)	\$ 0.69		01/31/2002	01/31/2012	Common Stock	2
Employee Stock Option (right to buy)	\$ 0.13		06/14/2004	06/14/2014	Common Stock	4
Employee Stock Option (right to buy)	\$ 0.1		02/04/2005	08/04/2014	Common Stock	2
Employee Stock Option (right to buy)	\$ 0.04		02/04/2006	08/04/2015	Common Stock	2
Employee Stock Option (right to buy)	\$ 0.05		11/10/2005	08/10/2015	Common Stock	0
Employee Stock Option (right to buy)	\$ 0.13		08/01/2007 ⁽²⁾	11/01/2016	Common Stock	1

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Andrea Douglas J C/O ANDREA ELECTRONICS CORPORATION 65 ORVILLE DRIVE	X		President & CEO	

BOHEMIA, NY 11716

Signatures

/s/ Andrea,

Douglas J.

11/20/2006

__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 November 16, 2006 will vest as follows: 333,000 shares on August 1, 2007, 333,000 shares on August 1, 2008 and 334,000 shares on August 1, 2009.
- (2) Stock Options granted on November 2, 2006 will vest as follows: 33.3% on August 1, 2007, 33.3% on August 1, 2008 and 33.4% on August 1, 2009.

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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