

FREQUENCY ELECTRONICS INC  
 Form 4  
 April 29, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**FRANKLIN JOSEPH P**

(Last) (First) (Middle)

**C/O FREQUENCY ELECTRONICS INC, 55 CHARLES LINDBERGH BLVD**

(Street)

**MITCHEL FIELD, NY 11553**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**FREQUENCY ELECTRONICS INC [FEIM]**

3. Date of Earliest Transaction (Month/Day/Year)  
**04/28/2015**

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

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Chairman, Board of Directors

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |                                   |
| Common Stock                    | 04/28/2015                           |  | M                              |   | 6,000 A \$ 3.3  | 13,855   | D                                 |
| Common Stock                    | 04/28/2015                           |  | F                              |   | 1,500 D \$ 13.2   | 12,355   | D                                 |
| Common Stock                    | 04/28/2015                           |  | M                              |   | 10,000 A \$ 4.6   | 22,355   | D                                 |
| Common Stock                    | 04/28/2015                           |  | F                              |   | 3,485 D \$ 13.2   | 18,870   | D                                 |

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

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(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 Amount of Underlying Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Appreciation Rights <sup>(1)</sup>   | \$ 3.3   | 04/28/2015                           |  | M                              | 6,000   | 03/11/2010 03/10/2019                                    | Common Stock  | 6,000 <sup>(1)</sup>       |
| Stock Appreciation Rights <sup>(1)</sup>   | \$ 4.6   | 04/28/2015                           |  | M                              | 10,000  | 10/27/2010 10/26/2019                                    | Common Stock  | 10,000 <sup>(1)</sup>      |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                              |       |
|--|---------------|-----------|------------------------------|-------|
|  | Director      | 10% Owner | Officer                      | Other |
| FRANKLIN JOSEPH P<br>C/O FREQUENCY ELECTRONICS INC<br>55 CHARLES LINDBERGH BLVD<br>MITCHEL FIELD, NY 11553 | X             |           | Chairman, Board of Directors |       |

## Signatures

/s/Alan Miller by power of attorney 04/29/2015

\*\*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).

The Reporting Person exercised Stock Appreciation Rights based on an aggregate of 16,000 shares of Frequency Electronics common (1) stock, receiving an aggregate of 11,015 shares which is equivalent to the combined appreciated value of the common stock since each grant date.

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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