Edgar Filing: MILLER ALAN L - Form 4

MILLER ALAN L								
Form 4								
October 29, 2009								PPROVAL
FORM 4 UNITED	STATES SECU			NGE C	OMMISSIC		OMB OMB Number:	3235-0287
Subject to Section 16. Form 4 or Form 5 Filed pu	Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction See Instruction Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940							irs per
(Print or Type Responses)								
1. Name and Address of Reporting MILLER ALAN L	Symbol	UENCY EI	Ticker or Tradin	-8	5. Relationship Issuer (Cl		eporting Per all applicabl	
(Last) (First) (FREQUENCY ELECTRON INC., 55 CHARLES LINDE BLVD.	(Month/ MCS, 10/27/2	of Earliest Tra Day/Year) 2009	ansaction		Director X Officer (g below)	-		6 Owner er (specify
(Street)	Filed(Mo	4. If Amendment, Date Original Filed(Month/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 			
MITCHEL FIELD, NY 115	53				Person	<i>y</i> 11101		eportung
(City) (State)	(Zip) Tak	ole I - Non-D	erivative Securi	ities Acqu	ired, Disposed	d of, c	or Beneficia	lly Owned
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Transaction. Code	Disposed of (D) (Instr. 3, 4 and 5 (A) or	Se Be O Fo Re Tr (Ir	Amount of curities eneficially wned llowing eported ansaction(s) astr. 3 and 4)	For (D) (I)	Ownership m: Direct or Indirect str. 4)	
Reminder: Report on a separate lin	e for each class of sec				directly.			

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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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. Transacti Code (Instr. 8)	5. Number out Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and A Underlying S (Instr. 3 and	Securi
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Nur of Sha
Stock Appreciation Rights (3)	\$ 4.6 <u>(2)</u>	10/27/2009		А	8,000	10/27/2009 <u>(1)</u>	10/26/2019	Common Stock	8,0

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
MILLER ALAN L FREQUENCY ELECTRONICS, INC. 55 CHARLES LINDBERGH BLVD. MITCHEL FIELD, NY 11553			Treasurer & CFO			
Signatures						

/s/ Alan Miller	10/29/2009
<u>**</u> 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 Appreciation Rights are exercisable on a cumulative basis as to one-quarter of the total number of shares covered by the grant on each of the first, second, third and fourth anniversary dates of the date of Stock Appreciation Rights grant.
- (2) Stock Appreciation Rights are granted at the market value of the Company's Common Stock on the date of grant.
- (3) Upon exercise of a Stock Appreciation Right, the grantee will be awarded shares of Common Stock, the value of which is equal to the increase in value of the Common Stock between the grant date and the date of exercise. (Stock-settled SAR).

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.