## Edgar Filing: MILLER ALAN L - Form 4

Form 4												
April 14, 201											PPROVA	<b>A</b> I
FORM	4 UNITED	STATES					NGE	COMMISSIO		OMB OMB Number:		-0287
Check this	Washington, D.C. 20549						Expires:	Janua	-			
if no longer subject to Section 16. Form 4 or				HANGES IN BENEFICIAL OWNERSHIP OF SECURITIES					F	Estimated average burden hours per		2005
Form 5 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 See Instruction 1(b).												
(Print or Type Re	esponses)											
MILLER ALAN L S			2. Issuer Name <b>and</b> Ticker or Trading Symbol FREQUENCY ELECTRONICS INC [FEIM]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
~	(First) ( Y ELECTRON ARLES LINDB		3. Date of	of Earliest T Day/Year)	ransaction			Director X Officer (g below) Secret			6 Owner er (specify CFO	,
				d(Month/Day/Year) Appl _X_				Applicable Line) _X_ Form filed b	ndividual or Joint/Group Filing(Check olicable Line) Form filed by One Reporting Person Form filed by More than One Reporting			
								Person	-		1 0	
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Secur	ities A	cquired, Disposed	l of, o	r Beneficia	lly Owne	d
	. Transaction Date Month/Day/Year)		Date, if	3. Transactio Code (Instr. 8)	Disposed (Instr. 3, 4	(A) or of (D) and 5 (A) or	5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	For (D) (I)	Ownership m: Direct or Indirect tr. 4)	7. Nature Indirect Beneficia Ownersh (Instr. 4)	al 1ip
D . 1 . 5		<b>6</b> 1 1	c	Code V		(D)						
Reminder: Repo	rt on a separate line	e for each cla	ass of sec	urities bene	ficially own	ned dir	ectly o	r indirectly.				

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 owf 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)	\$ 9.7 <u>(2)</u>	04/12/2011		А	8,000	04/12/2011 <u>(1)</u>	04/11/2021	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			Secretary/Treasurer & CFO				
Signatures							

/s/ Alan Miller	04/14/2011
<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.