Edgar Filing: LALICATA ADRIAN - Form 4

LALICATA ADF Form 4											
December 21, 202 FORM 4 Check this box if no longer subject to Section 16. Form 4 or	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES								N OMB Number: Expires: Estimated	Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per	
Form 5 obligations may continue. <i>See</i> Instruction 1(b). (Print or Type Respon	Section 17	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									
LALICATA ADRIAN Symbolic FREE			Symbol	QUENCY ELECTRONICS INC				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (FREQUENCY E INC., 55 CHARI BLVD	LECTRON			of Earliest T Day/Year) 2011	ransaction			below)	ve title 0th below) Vice President	% Owner her (specify	
			mendment, Date Original 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 				
	State)	(Zip)				~		Person			
	unsaction Date			3.	4. Securit		ities A	cquired, Disposed 5. Amount of	6. Ownership	7. Nature of	
Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year) (Month/Day/Year)		Date, if	TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A)			Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect			
Reminder: Report on	a separate lir	ne for each cl	ass of sec			. ,		or 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 of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and A Underlying S (Instr. 3 and	Secu
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Ar or Nu of
Stock Appreciation Rights (3)	\$ 7.25 <u>(2)</u>	12/19/2011		А	10,000	12/19/2012 <u>(1)</u>	12/18/2021	Common Stock	10

Reporting Owners

Reporting Owner Name / Address	Relationships						
r g	Director	10% Owner	Officer	Other			
LALICATA ADRIAN FREQUENCY ELECTRONICS, INC. 55 CHARLES LINDBERGH BLVD MITCHEL FIELD, NY 11553			Vice President				
Signatures							
/s/ Alan Miller by power of attorney	12/21/2	2011					
**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.