

FREQUENCY ELECTRONICS INC
 Form 4
 July 22, 2013

FORM 4

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

OMB APPROVAL

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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 *
HECHLER MARKUS

(Last) (First) (Middle)

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)
07/18/2013

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)
Executive Vice President

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 07/18/2013 | | M | 8,000 | A \$ 9.58 | 10,335 | D |
| Common Stock | 07/18/2013 | | F | 7,106 | D \$ 10.78 | 3,229 | D |
| Common Stock | 07/18/2013 | | M | 3,000 | A \$ 3.15 | 6,229 | D |
| Common Stock | 07/18/2013 | | F | 877 | D \$ 10.78 | 5,352 | 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 Options ⁽¹⁾ | \$ 9.58 | 07/18/2013 | | M | 10,000 | 08/01/2002 07/31/2013 | Common Stock | 8,000 ⁽¹⁾ |
| Stock Appreciation Rights ⁽²⁾ | \$ 3.15 | 07/18/2013 | | M | 3,000 | 01/29/2010 01/28/2019 | Common Stock | 3,000 ⁽²⁾ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HECHLER MARKUS FREQUENCY ELECTRONICS INC 55 CHARLES LINDBERGH BLVD MITCHEL FIELD, NY 11553 | | | Executive Vice President | |

Signatures

/s/Alan Miller by power of attorney 07/22/2013

**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) The Reporting Person exercised 8,000 stock options in a cashless transaction and received 894 shares of Frequency Electronics common stock.
- (2) The Reporting Person exercised a Stock Appreciation Right based on 3,000 shares of Frequency Electronics common stock, receiving 2,123 shares which is equivalent to the appreciated value of the common stock since the grant date.

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