Edgar Filing: FREQUENCY ELECTRONICS INC - Form 4

FREQUENC Form 4 April 28, 20	CY ELECTRON	ICS INC									
FORN	14 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									APPROVAL 3235-0287	
if no long subject to Section 1 Form 4 o Form 5	ger STATE 6. or	GES IN BENEFICIAL OWNERSHIP SECURITIES					Expires: January 3 200 Estimated average burden hours per response 0				
obligatio may cont <i>See</i> Instru 1(b).	ns Section 17	20(h) of the invictment (commenty A of of 1000)									
(Print or Type I	Responses)										
DAVIS JAMES JEROME Sy			Symbol	Name and				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
~	(First) CY ELECTRON IARLES LINDI		3. Date of (Month/D 04/11/20		ansaction			Director X Officer (give below) Presiden			
	(Street)			ndment, Da th/Day/Year)	-	l		6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
MITCHEL	FIELD, NY 115	53						Form filed by M Person	Iore than One Re	porting	
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year) Executio any	med on Date, if Day/Year)	3. Transactio Code (Instr. 8)	(Instr. 3,	(A) or	d of (D) 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)		
Common Stock	04/11/2014			Code V M	Amount 5,000	(D) A	Price \$ 7.97	5,050	D		
Common Stock	04/11/2014			F	3,807	D	\$ 10.47	1,243	D		

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

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 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. Transacti Code (Instr. 8)	onof Derivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amour or Numbe of Shares
Stock Appreciation Rights (1)	\$ 7.97	04/11/2014		М		5,000	02/10/2013	02/09/2022	Common Stock	5,00 (1)

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
DAVIS JAMES JEROME FREQUENCY ELECTRONICS, INC. 55 CHARLES LINDBERGH BLVD. MITCHEL FIELD, NY 11553			President- FEI-Elcom Tech				
Signatures							
/s/ Alan Miller by power of attorney	04/28/2	2014					
**Signature of Reporting Person	Date						
Explanation of Responses:							

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 a Stock Appreciation Right based on 5,000 shares of Frequency Electronics common stock, receiving 1,193 shares which is equivalent to the appreciated value of the common stock since the 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. 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.