### Edgar Filing: FREQUENCY ELECTRONICS INC - Form 4

FREQUENC Form 4 August 31, 2	CY ELECTRON	ICS INC								
FORM								OMB A	PPROVAL	
	UNITED	STATES		RITIES A shington,			E COMMISSION	OMB Number:	3235-0287	
Check this box if no longer subject to STATEM		IENT OF CHANGES IN BENEFICIAL OWNERSHIP OF						Expires: Estimated	January 31, 2005 average	
Section 16.			SECURITIES					burden hours per		
Form 4 o Form 5 obligatio may cont <i>See</i> Instru 1(b).	Filed pu ns Section 17	(a) of the l	Public U	tility Hole	ding Cor		nge Act of 1934, of 1935 or Sectio 940	n	. 0.5	
(Print or Type I	Responses)									
1. Name and Address of Reporting Person <u>*</u> MANCINI OLEANDRO							5. Relationship of Issuer	Reporting Per	rson(s) to	
			[FEIM]				(Chec	k all applicabl	e)	
INC, 55 CH	(First) ( JENCY ELECT ARLES LINDB			of Earliest Tr Day/Year) 2007	ransaction		Director X Officer (give below) V		% Owner her (specify	
BLVD										
				endment, Da nth/Day/Year	-	ıl	Applicable Line) _X_ Form filed by (	_X_Form filed by One Reporting Person		
MITCHEL	FIELD, NY 115	53					Form filed by N Person	Nore than One R	eporting	
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative	Securities A	Acquired, Disposed of	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deem Execution any (Month/Da	Date, if	3. Transaction Code (Instr. 8)	Disposed (Instr. 3, 4	(A) or of (D) 4 and 5) (A) or	SecuritiesFBeneficially(Owned(	5. Ownership Form: Direct D) or Indirect I) Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V		(D) Price				
Reminder: Rep	ort on a separate lin	e for each cl	ass of sec	urities benef	ficially ow	ned directly	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)

#### 1. Title of 2. 3. Transaction Date 3A. Deemed 5. Number of 6. Date Exercisable and 7. Title and Amo 4. Derivative Conversion (Month/Day/Year) Execution Date, if TransactionDerivative Expiration Date Underlying Secu Security or Exercise any Code Securities (Month/Day/Year) (Instr. 3 and 4) (Instr. 3) Price of (Month/Day/Year) (Instr. 8) Acquired (A) Derivative or Disposed of Security (D) (Instr. 3, 4, and 5) Code V (A) (D) Date Exercisable Expiration Title Aı Date or Nı of Stock Common 1 08/29/2008(1) 08/28/2017 Appreciation \$ 9.91 (2) 08/29/2007 Α 10,000 Stock Rights (3)

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## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
MANCINI OLEANDRO C/O FREQUENCY ELECTRONICS INC 55 CHARLES LINDBERGH BLVD MITCHEL FIELD, NY 11553			Vice President				
Signatures							
/s/ Alan Miller, by power of attorney	08/31/200	7					
**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.