## Edgar Filing: MARTIRE LEONARD - Form 4

MARTIRE L Form 4	EONARD										
July 25, 2012	2										
FORM /									OMB AF	PROVAL	
<b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b> Washington, D.C. 20549									OMB Number:	3235-0287	
Check this box if no longer									Expires:	January 31, 2005	
subject to STATEMENT OF CHANGES Section 16. SEC					S IN BENEFICIAL OWNERSHIP OF ECURITIES					Estimated average burden hours per	
Form 4 or Form 5		ircuant to	Section 1	S(a) of the	Socurit	ioc F	vehong	e Act of 1934,	response	0.5	
obligatior may conti <i>See</i> Instru 1(b).	inue. Section 17	7(a) of the l	Public Ut		ing Con	ipany	y Act of	1935 or Section	1		
(Print or Type R	Responses)										
MARTIRE LEONARD Symbol FREQ			2. Issuer Symbol	ssuer Name <b>and</b> Ticker or Trading			5. Relationship of Reporting Person(s) to Issuer				
			FREQU [FEIM]	ENCY EI	LECTRO	ONIC	CS INC	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of (Month/D	Earliest Tra ay/Year)	ansaction			Director X Officer (give	title Othe	Owner er (specify	
-	JENCY ELECT		07/23/20	012				below) Vi	below) ce President		
			ndment, Date Original hth/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line)					
MITCHEL H	FIELD, NY 115	553	× ×	. ,				_X_ Form filed by C Form filed by M Person			
(City)	(State)	(Zip)	Table	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	r) Execution any		3. Transactio Code (Instr. 8)	4. Securit n(A) or Di (Instr. 3,	spose	d of (D)	Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common				Code V	Amount		Price ¢	(Instr. 3 and 4)			
Common Stock	07/23/2012			М	1,428	А	\$ 6.615	3,428	D		

Reminder: Report on a separate line for each class of securities beneficially owned 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)

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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. Transactic Code (Instr. 8)	5. Number on f Deriva Securities Acquired (A) or Disposed (D) (Instr. 3, 4 and 5)	ive Expiration (Month/Da	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)8(Instr. 3 and 4)(1)	
				Code V	(A) (E	Date Exercisabl	Expiration Date	Title	Amount or Number of Shares	
Stock Option	\$ 6.615	07/23/2012		X	5,0	00 07/26/20	03 07/25/2012	Common Stock	1,428 (1)	

## **Reporting Owners**

Reporting Owner Name / Address		Relationships					
	Director	10% Owner	Officer	Other			
MARTIRE LEONARD C/O FREQUENCY ELECTRONICS IN 55 CHARLES LINDBERGH BLVD MITCHEL FIELD, NY 11553	С.		Vice President				
Signatures							
/s/Alan Miller by power of attorney	07/25/2012						
<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).
- Under the Company's Stock Award plan, the stock option was exercised in a cashless manner under which the grantee is awarded shares (1) 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. (Cashless exercise).

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.