Edgar Filing: FREQUENCY ELECTRONICS INC - Form 4

FREQUENCY EL Form 4 August 13, 2013	LECTRONI	CS INC								
FORM 4									PPROVAL	
FURIVI 4 UNITED STATES			S SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549				N OMB Number:	3235-0287		
may continue.	CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES ection 16(a) of the Securities Exchange Act of 1934, Public Utility Holding Company Act of 1935 or Section of the Investment Company Act of 1940					Estimated burden hou response	Estimated average burden hours per response 0.5			
See Instruction 1(b).		50(II)		rvestnent	compu		510			
(Print or Type Respon	ises)									
1. Name and Address of Reporting Person <u>*</u> GIRSKY JOEL H			2. Issuer Name and Ticker or Trading Symbol FREQUENCY ELECTRONICS INC [FEIM]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) (I FREQUENCY EI INC., 55 CHARL BLVD.	LECTRONI			f Earliest Tr Day/Year) 2013	ransaction		X Director Officer (giv below)	ve title 0th below)	% Owner her (specify	
(S	treet) 4. If Amendm Filed(Month/D				h/Day/Year) Applicable Line			r Joint/Group Filing(Check by One Reporting Person		
MITCHEL FIELI	D, NY 1155	3					Form filed by Person	More than One R	eporting	
(City) (S	State)	(Zip)	Tab	le I - Non-I	Dorivotivo	Securities A	cquired, Disposed	of or Bonoficia	lly Owned	
	nsaction Date h/Day/Year)	2A. Deema Execution any (Month/Da	ed Date, if	3. Transactio Code (Instr. 8) Code V	4. Securit nAcquired Disposed (Instr. 3, 4	ies (A) or of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)		7. Nature of Indirect	
Reminder: Report on	a separate line	for each cla	uss of secu	urities benef	ficially ow	ned directly o	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 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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and 4 Underlying S (Instr. 3 and	Secu
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Ar or Nu of
Stock Appreciation Rights (3)	\$ 10.38 (2)	08/09/2013		А	10,000	08/09/2014 <u>(1)</u>	08/08/2023	Common Stock	1

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Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
GIRSKY JOEL H FREQUENCY ELECTRONICS, INC. 55 CHARLES LINDBERGH BLVD. MITCHEL FIELD, NY 11553	Х					
Signatures						
/s/Alan Miller by power of attorney	08/13/2013					
**Signature of Reporting Person	Date					
Explanation of Respon	1606.					

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) tock 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.