## Edgar Filing: FREQUENCY ELECTRONICS INC - Form 4

FREQUENC Form 4 August 13, 20	Y ELECTRONI 013	CS INC									
FORM									OMB APPROVAL		
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								N OMB Number:	3235-0287		
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 1(b). Section 17(a) of the Investment Company Act of 1940									urs per		
(Print or Type R	esponses)										
1. Name and A MANCINI (	Symbol			Trading	Issuer C						
-	(First) () JENCY ELECTI ARLES LINDB			of Earliest T Day/Year) 2013	ransaction		Director X Officer (gi below) Sen		% Owner ner (specify nt		
		endment, D nth/Day/Yea	-	d	<ol> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> </ol>						
MITCHEL H	FIELD, NY 1155	53					Form filed by Person	More than One R	eporting		
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned		
	2. Transaction Date (Month/Day/Year)	2A. Deem Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3, 4	(A) or of (D)	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 Indirect Beneficial Ownership (Instr. 4)		
Reminder: Repo	ort on a separate line	e for each cl	ass of sec	urities bene	ficially ow	ned directly o	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)	vative Conversion (Month/Day/Y rity or Exercise		<ul> <li>te 3A. Deemed</li> <li>Execution Date, if any (Month/Day/Year)</li> </ul>		4. Transactio Code (Instr. 8)		5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amo Underlying Secu (Instr. 3 and 4)	
					Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	An or Nu of
Stock Appreciation Rights (3)	\$ 10.38 (2)	08/09/2013			A		10,000	)	08/09/2014 <u>(1)</u>	08/08/2023	Common Stock	1
Reporting Owners												
Reportin	Reporting Owner Name / Address		Relationships									
Reporting Owner Manie / Address			Director	10% Ow	10% Owner Officer				Other			
MANCINI OLEANDRO C/O FREQUENCY ELECTRONICS INC 55 CHARLES LINDBERGH BLVD MITCHEL FIELD, NY 11553				Senior Vice President								
Signatur	res											
/s/Alan Miller attorney	r by power o	of (	08/13/2013									
<u>**</u> Signature of	Reporting Perso	on	Date									
Evnlana	tion of	Reenond	2001									

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- 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.