FREQUENCY ELECTRONICS INC Form SC 13G February 04, 2004

United States

Security and Exchange Commission

Washington, D.C. 20549

Schedule 13G

| Under the Securities Act o | f 1934 |
|----------------------------|--------|
| (Amendment No | _)* |

Frequency Electronics Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

358010106

(CUSIP Number)

December 31, 2003

Date of Event Which Requires Filing of this Statement

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

x Rule 13d-1(b)

"Rule 13d-1(c)

" Rule 13d-1(d)

| CU | SIP No. 3580 | 101 |)6 | 13G |
|-----|--------------|-------|---------------------------------------|--------------------|
| 1 | | | PORTING PERSON DENTIFICATION NO. OF A | POVE DEDSON |
| | 5.5. UK IK | S 11. | ENTIFICATION NO. OF A | DOVE PERSON |
| | DeP | rinc | e, Race & Zollo, Inc. | |
| | 59-3 | 3299 | 598 | |
| 2 | СНЕСК Т | HE. | APPROPRIATE BOX IF A M | 1EMBER OF A GROUP* |
| | (a) x | | | |
| | (b) " | | | |
| 3 | SEC USE (| ONL | Y | |
| | | | | |
| 4 | CITIZENS | HIF | OR PLACE OF ORGANIZA | ATION |
| | | | | |
| | Inco | rpor | ated in the State of Florida | |
| NU | UMBER OF | 5 | SOLE VOTING POWER | |
| | SHARES | | | |
| BEN | NEFICIALLY | | 884,800 | |
| O | WNED BY | 6 | SHARED VOTING POWE | R |
| | EACH | | | |
| RI | EPORTING | | none | |
| | PERSON | 7 | SOLE DISPOSITIVE POW | /ER |
| | WITH | | | |
| | | | 884,800 | |
| | | 8 | SHARED DISPOSITIVE P | OWER |

| n | an | 0 |
|---|----|---|
| | | |

| 0 | ACCRECATE | AMOUNT RENEFICIALI | V OWNED BY E | ACH REPORTING PERSON |
|---|----------------|-------------------------|------------------|-----------------------|
| 7 | ALTITRICITATIO | A VICION DE DE DE LA LA | A COVENDAD DY DA | 41 N KEPUKIING PEKSUN |

884,800

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

No

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

10.57%

12 TYPE OF REPORTING PERSON*

IΑ

SCHEDULE 13 G

| Item 1. |
|----------------------------------|
| (a) Frequency Electronics Inc. |
| |
| (b) 55 Charles Lindbergh Blvd |
| Mitchel Field, NY 11553 |
| |
| Item 2. |
| |
| (a) DePrince, Race & Zollo, Inc. |
| |
| (b) 201 S. Orange Ave, Suite 850 |
| Orlando, FL 32801 |
| |
| (c) USA |
| |
| (d) common stock |
| |
| (e) 358010106 |
| |
| Item 3. |
| |
| (e) X |
| |
| Item 4. Ownership |
| (a) 884,800 shares |
| (b) 10.57% |

(c) (i) 884,800 shares

(iii) 884,800 shares

| Item 5. Ownership of Five Percent or Less of a Class |
|-----------------------------------------------------------------------------------------------------------------------------------------|
| N/A |
| |
| Item 6. Ownership of More than Five Percent on Behalf of Another Person. |
| N/A |
| |
| Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company |
| N/A |
| |
| Item 8. Identification and Classification of Members of the Group |
| N/A |
| |
| Item 9. Notice of Dissolution of Group |
| N/A |
| |
| |

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: 1/28/2004

/s/ Victor A. Zollo, Jr. President

Victor A. Zollo, Jr. President