Edgar Filing: FREQUENCY ELECTRONICS INC - Form 4

FREQUENC Form 4 August 02, 2	CY ELECTRONI	CS INC										
FORM	4 UNITED	STATES		RITIES A			NGE	COMMISSI	ION	OMB A OMB Number:	PPROV 3235	AL -0287
Check th if no long subject to Section 1 Form 4 o Form 5 obligatio may cont See Instru 1(b).	ger 6. 9 16 17 18 19 19 19 10 10 10 10 10 10 10 10 10 10	rsuant to S (a) of the l	F CHAN Section 1 Public U	NGES IN SECUR	BENEF RITIES le Securi ding Cor	ICIA ties E	Exchar y Act	WNERSHIP nge Act of 193 of 1935 or Se 940	34,	Expires: Estimated burden hou response	urs per	ry 31, 2005 0.5
(Print or Type I	Responses)											
1. Name and Address of Reporting Person <u>*</u> MILLER ALAN L			2. Issuer Name and Ticker or Trading Symbol FREQUENCY ELECTRONICS INC [FEIM]				5. Relationship of Reporting Person(s) to IssuerC (Check all applicable)					
-	(First) () CY ELECTRON ARLES LINDB			of Earliest Tr Day/Year) 2006	ransaction			Director X Officer below)	(give t		% Owner her (specify)	r
Filed(Mo			f Amendment, Date Original d(Month/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 					
	FIELD, NY 1155							Person				
(City)	(State)	(Zip)			Derivative	Secur	rities A	cquired, Dispos			•	
1.Title of Security2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, if any (Month/Day/Year)		TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Fc (D (I)	Ownership prm: Direct)) or Indirect) nstr. 4)	Indirect	al 1ip			
Reminder: Dor	ort on a separate line	for each a	ass of sea	Code V		, í	Price					
Kenninger. Kep	or on a separate line	ior each ci		unities bellel	icially 0w	neu ul	letity 0	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 prof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and A Underlying S (Instr. 3 and	Securi
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Nur of Shar
Stock Appreciation Rights (3)	\$ 11.95 (2)	07/31/2006		А	5,000	07/31/2007(1)	07/30/2016	Common Stock	5,(

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Reporting Owners

Reporting Owner Name / Address	Relationships							
FB	Director	10% Owner	Officer	Other				
MILLER ALAN L FREQUENCY ELECTRONICS INC 55 CHARLES LINDBERGH BLVD MITCHEL FIELD, NY 11553			Treasurer and CFO					
Signatures								

Alan Miller	08/02/2006			
<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).
- (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 the Stock Appreciation Right 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 SARS)

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.