

FREQUENCY ELECTRONICS INC
 Form 4
 July 22, 2013

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
HECHLER MARKUS

(Last) (First) (Middle)

FREQUENCY ELECTRONICS
 INC, 55 CHARLES LINDBERGH
 BLVD

(Street)

MITCHEL FIELD, NY 11553

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

FREQUENCY ELECTRONICS INC
 [FEIM]

3. Date of Earliest Transaction
 (Month/Day/Year)

07/18/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Executive Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	07/18/2013		M		8,000 A \$ 9.58	10,335	D
Common Stock	07/18/2013		F		7,106 D \$ 10.78	3,229	D
Common Stock	07/18/2013		M		3,000 A \$ 3.15	6,229	D
Common Stock	07/18/2013		F		877 D \$ 10.78	5,352	D

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
Stock Options ⁽¹⁾	\$ 9.58	07/18/2013		M	10,000	08/01/2002 07/31/2013	Common Stock	8,000 ⁽¹⁾
Stock Appreciation Rights ⁽²⁾	\$ 3.15	07/18/2013		M	3,000	01/29/2010 01/28/2019	Common Stock	3,000 ⁽²⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HECHLER MARKUS FREQUENCY ELECTRONICS INC 55 CHARLES LINDBERGH BLVD MITCHEL FIELD, NY 11553			Executive Vice President	

Signatures

/s/Alan Miller by power of attorney 07/22/2013

**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) The Reporting Person exercised 8,000 stock options in a cashless transaction and received 894 shares of Frequency Electronics common stock.
- (2) The Reporting Person exercised a Stock Appreciation Right based on 3,000 shares of Frequency Electronics common stock, receiving 2,123 shares which is equivalent to the appreciated value of the common stock since the grant date.

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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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