Edgar Filing: FREQUENCY ELECTRONICS INC - Form 4

FREQUENCY ELECTRON Form 4 August 13, 2013	ICS INC				
				OMB A	PPROVAL
		RITIES AND EXCHANGE ashington, D.C. 20549	COMMISSION	OMB Number:	3235-0287
Subject to Section 16. Form 4 or Form 5 Filed pu obligations may continue.	MENT OF CHA rsuant to Section (a) of the Public 1	NGES IN BENEFICIAL OV SECURITIES 16(a) of the Securities Exchar Utility Holding Company Act Investment Company Act of 1	nge Act of 1934, of 1935 or Section	Expires: Estimated a burden hou response	irs per
See Instruction 1(b).	50(ii) of the 1	investment company Act of 1	740		
(Print or Type Responses)					
1. Name and Address of Reporting LALICATA ADRIAN	Symbol	UENCY ELECTRONICS IN	5. Relationship of I Issuer C (Check	Reporting Per	
(Last) (First) (C/O FREQUENCY ELECTRONICS, INC., 55 CHARLES LINDBERGH B	(Month) 08/09/	of Earliest Transaction /Day/Year) 2013	Director X Officer (give below) Vio		6 Owner er (specify
(Street)		nendment, Date Original onth/Day/Year)	6. Individual or Joi Applicable Line) _X_ Form filed by O		
MITCHEL FIELD, NY 1153	53		Form filed by M Person		
(City) (State)	(Zip) Ta	ble I - Non-Derivative Securities A	cquired, Disposed of,	or Beneficia	lly Owned
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or	SecuritiesForBeneficially(D)Owned(D)	orm: Direct D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)
D D		Code V Amount (D) Price	· · · ·		

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. Transacti Code (Instr. 8)	5. Number of Dependence of the formation of the formatio			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		А	10,000	08/09/2014 <u>(1)</u>	08/08/2023	Common Stock	1

Edgar Filing: FREQUENCY ELECTRONICS INC - Form 4

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
LALICATA ADRIAN C/O FREQUENCY ELECTRONICS, IN 55 CHARLES LINDBERGH BLVD MITCHEL FIELD, NY 11553	C.		Vice President		
Signatures					
/s/Alan Miller by power of attorney	08/13/2013				

**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) 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.