FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549	
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STATEMENT	OF CHANGES	IN BENEFICIAL	OWNERSHIP

OIVID AFFROVAL									
OMB Number:	3235-0287								
Estimated average burden									
hours ner resnonse.	0.5								

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* MCCLELLAND THOMAS				2. Issuer Name and Ticker or Trading Symbol FREQUENCY ELECTRONICS INC [FEIM]						M] (Che	elationship of ck all applica Director	ble)	Persor	n(s) to Issue 10% Owr Other (sp	ner		
(Last) (First) (Middle) C/O FREQUENCY ELECTRONICS INC 55 CHARLES LINDBERGH BLVD					3. Date of Earliest Transaction (Month/Day/Year) 08/09/2013						_	X Officer (give title Other (specify below) Vice President					
(Street) MITCHEL FIELD NY 11553 (City) (State) (Zip)				_	4. If Amendment, Date of Original Filed (Month/Day/Year) ative Securities Acquired, Disposed of, or Benefic					Line)	X Form filed by One Reporting Person Form filed by More than One Reporting Person						
1. Title of Security (Instr. 3) 2. Tran- Date				2A. Deemed Execution Date, if any (Month/Day/Yea		ar) C	ransactio Code (Inst	(A) or		r. 3, 4 and 5	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)		orm:	Direct Ir Indirect B tr. 4) O	Nature of adirect eneficial wnership nstr. 4)		
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 of Exercise Price of Derivative Security 2. (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (Execution Date, if any (Month/Day/Year)			ransaction of Code (Instr. Derivative		ve es d ed ed	Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)		10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)			
				Code	v	(A)	(D)	Date Exerc	cisable	Expiration Date	Title	Amount or Number of Shares					
Stock Appreciation Rights ⁽³⁾	\$10.38 ⁽²⁾	08/09/2013		A		10,000		08/09	9/2014 ⁽¹⁾	08/08/2023	Common Stock	10,000(3)	\$0	85,250		D	

Explanation of Responses:

- 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).

/s/Alan Miller by power of <u>attorney</u>

08/13/2013

** Signature of Reporting Person

Date

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

- * 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).

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

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 Number.