FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

l	OMB APPROVAL										
Ì	OMB Number:	3235-0287									
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Section 16. Form 4 or Form 5						
obligations may continue. See						
Instruction 1(b)						

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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* <u>HECHLER MARKUS</u>					2. Issuer Name and Ticker or Trading Symbol FREQUENCY ELECTRONICS INC [ FEIM ]								(Chec	ationship of k all applica Director Officer (g	ble)	Perso	n(s) to Issue 10% Owi Other (sp	ner
(Last) (First) (Middle) FREQUENCY ELECTRONICS INC					3. Date of Earliest Transaction (Month/Day/Year) 08/19/2016								X	below)	below) ecutive Vice President			
55 CHARLES LINDBERGH BLVD																		
(Street)  MITCHEL FIELD  NY  11553		1553	4.	4. If Amendment, Date of Original Filed (Month/Day/Year)								Line)	ndividual or Joint/Group Filing (Check Applicable e)  X Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(City) (State) (Zip)		Zip)	_														
		Tal	ole I - Non-Do	erivativ	/e Se	curitie	s Ac	quired,	Dis	posed o	f, or Ber	nefici	ally (	Owned				
Date					h/Day/Year)   Exe		ZA. Deemed Execution Date, f any Month/Day/Year)		Transaction Disposed Code (Instr.			ties Acquired (A) or I Of (D) (Instr. 3, 4 and		5. Amount Securities Beneficiall Owned Fo	y	Form:	Direct II	7. Nature of Indirect Beneficial Ownership
								Code	Code V Amount		(A) or (D)	Pric	e	Reported Transactio (Instr. 3 an				(Instr. 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 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)				6. Date Exercisable and Expiration Date (Month/Day/Year)			7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		ative	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 Exercisabl		Expiration Date	Title	Amou Numb Share	er of					
Stock Appreciation Rights <sup>(3)</sup>	\$10.58 <sup>(2)</sup>	08/19/2016		A		10,000		08/19/2017	(1)	08/18/2021	Common Stock	10,00	)0 <sup>(3)</sup>	\$0	87,50	0	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/Steven Bernstein by power of <u>attorney</u>

08/23/2016

\*\* 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.