

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>MCLELLAND THOMAS</u> <hr/> (Last) (First) (Middle) <u>C/O FREQUENCY ELECTRONICS INC</u> <u>55 CHARLES LINDBERGH BLVD</u> <hr/> (Street) <u>MITCHEL NY 11553</u> <u>FIELD</u> <hr/> (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>FREQUENCY ELECTRONICS INC [ FEI ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) <u>Vice President, Comml Products</u>		
			3. Date of Earliest Transaction (Month/Day/Year) <u>08/01/2003</u>					
			4. If Amendment, Date of Original Filed (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 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

**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 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 Exercisable	Expiration Date						Title
Incentive Stock Option	\$9.575 <sup>(3)</sup>	08/01/2003		A		7,000		08/01/2004 <sup>(2)</sup>	07/31/2013 <sup>(1)</sup>	Common Stock	7,000	<sup>(3)</sup>	38,000	D	

**Explanation of Responses:**

- On or about August 1, 2003, Frequency Electronics (the "Company") issued to the Reporting Person an option to purchase 8,000 shares of Common Stock at an exercise price of \$9.575. This option becomes exercisable on August 1, 2004 and expires on July 31, 2013. The Reporting Person inadvertently failed to timely file this Statement of Changes in Beneficial Ownership on Form 4.
- Option grants 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 option grant.
- Options are granted at the market value of the Company's Common Stock on the date of grant.

Alan Miller by power of attorney 10/24/2003

\*\* 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.