FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BI	ENEFICIAL OWNERSHIP

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

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* LALICATA ADRIAN					2. Issuer Name and Ticker or Trading Symbol FREQUENCY ELECTRONICS INC [FEIM]							ck all applica Director Officer (ıble)	rson(s) to Issue 10% Ow Other (s	ner
(Last)	(Firs	,	Middle)		3. Date of Earliest Transaction (Month/Day/Year) 04/12/2011						^	below)	Vice Pres	below) ident	
		TRONICS, INC.	•		112/20	711									
55 CHARI	LES LINDE	BERGH BLVD													
(Street)				4.	4. If Amendment, Date of Original Filed (Month/Day/Year)					6. Ind Line)	6. Individual or Joint/Group Filing (Check Applicable Line)				
MITCHEL NY 11553		1553								X	Form file				
FIELD	FIELD									_		Form file Person	Form filed by More than One Reporting Person		
(City)	(Sta	te) (2	Zip)												
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned														
Date				Exe Day/Year) if ar		ied n Date ay/Ye	e, Transaction Disposed (Code (Instr.		ties Acquired (A) or d Of (D) (Instr. 3, 4 and		5. Amount Securities Beneficial Owned Fo Reported	Form (D) or	rm: Direct I or Indirect E (Instr. 4)	. Nature of ndirect seneficial ownership nstr. 4)	
								Code V	Amount	(A) or (D)	Price	Transactio			,
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 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 4. Conversion Date (Month/Day/Year) 5. Conversion Date (Month/Day/Year) 6. Conversion Date (Month/Day/Year) 7. Conversion Date (Month/Day/Year) 8. Conversion Date (Month/Day/Year)		Code	Transaction Code (Instr.		ve les ed ed nstr.	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 (Instr. 4)	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	Amount or Number of Shares				
Stock Appreciation Rights ⁽³⁾	\$9.7 ⁽²⁾	04/12/2011		A		10,000		04/12/2011 ⁽¹⁾	04/11/2021	Common Stock	10,000(3)	\$0	47,000	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 attorney

04/14/2011

** 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.