SEC	Form	4
-----	------	---

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 BENEFICIAL OWNERSHIP

OMB APPROVAL

OMB Number:	3235-0287
Estimated average burd	en
hours per response:	0.5

Filed pursuant to Section 16(a) of the Sec

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 <sup>*</sup> LALICATA ADRIAN		n*	2. Issuer Name and Ticker or Trading Symbol FREQUENCY ELECTRONICS INC [ FEIM ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title Other (specify				
	(First) (Middle) ENCY ELECTRONICS, INC. S LINDBERGH BLVD		3. Date of Earliest Transaction (Month/Day/Year) 08/29/2007	X	below) Vice Preside	below)		
(Street) MITCHEL FIELD (City)	NY (State)	11553 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group Filing ( Form filed by One Repor Form filed by More than Person	rting Person		

## Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	e, Transaction Code (Instr.		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	7. Nature of Indirect Beneficial Ownership
		Code V		Amount	(A) or (D)	Price Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

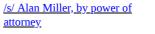
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)		ransaction of ode (Instr. Derivative		6. Date Exercis Expiration Dat (Month/Day/Ye	e	7. Title and Amount of Securities Underlying Derivative Security		8. Price of Derivative Security (Instr. 5)	/e derivative Securities	10. Ownership Form: Direct (D)	11. Nature of Indirect Beneficial Ownership	
	Derivative Security									(Instr. 3 and 4)			Owned Following Reported Transaction(s) (Instr. 4)	or Indirect (I) (Instr. 4)	(Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Appreciation Rights <sup>(3)</sup>	\$9.91 <sup>(2)</sup>	08/29/2007		A		5,000		08/29/2008 <sup>(1)</sup>	08/28/2017	Common Stock	5,000 <sup>(3)</sup>	\$9.91 <sup>(2)</sup>	10,000	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).



08/31/2007

\*\* 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.