

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934

Datum Inc.  
(Name of Issuer)

Common Stock, par value \$0.25 per share  
(Title of Class of Securities)

23820810  
(CUSIP Number)

Dennis J. Block, Esq.  
Cadwalader, Wickersham & Taft  
100 Maiden Lane  
New York, NY 10038  
(212) 504-6000

(Name, Address and Telephone Number of Person Authorized to  
Receive Notices and Communications)

November 16, 1999  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box [ ].

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Frequency Electronics, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
(A) [ ] (B) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
2(d) or 2(e) [ ]

Delaware

	7	SOLE VOTING POWER
		296,550
NUMBER OF SHARES	8	SHARED VOTING POWER
BENEFICIALLY OWNED BY EACH		-0-
REPORTING PERSON	9	SOLE DISPOSITIVE POWER
WITH		296,550
	10	SHARED DISPOSITIVE POWER
		-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
296,550

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See  
Instructions) [ ]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
5.1%

14 TYPE OF REPORTING PERSON (See Instructions)  
CO

ITEM 1. SECURITY AND ISSUER

This statement relates to shares of common stock, \$0.25 par value per share (the "Common Stock"), of Datum Inc. ("Datum" or the "Corporation"). The Corporation's principal executive office is located at 9975 Toledo Way, Irvine, CA 92618-1819.

ITEM 2. IDENTITY AND BACKGROUND.

(a) This statement is being filed by Frequency Electronics, Inc., a Delaware corporation ("Frequency" or the "Reporting Person"). The information required to be disclosed under Items 2 through 6 of Schedule 13D is provided in Exhibit 1 hereto for each director and executive officer of Frequency. Frequency is a publicly-traded company, and Frequency's management is not aware of any person that controls Frequency.

(b) The principal business address of Frequency is 55 Charles Lindbergh Boulevard, Mitchel Field, NY 11553.

(c) Frequency designs, develops, manufactures and markets precision time and frequency control products and systems.

(d) During the past five years, Frequency has not been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

On June 19, 1998, Frequency and the U.S. Government entered into a Plea Agreement, Civil Settlement Agreement and related documents ("Settlement Agreement") thereby concluding a global disposition of certain previously reported pending litigations and matters. All criminal charges brought by the U.S. Government against certain officers, employees and former employees of Frequency were dismissed, with prejudice. The criminal charges brought by the U.S. Government against Frequency were dismissed, with prejudice, with the exception of a single charge of submitting a false statement which failed to disclose the full explanation of Frequency's costs on a highly classified government project, as to which Frequency pled guilty and paid the U.S. Government a fine of \$400,000 and \$1.1 million as reimbursement for costs of its investigation, with all known criminal investigations of Frequency having been resolved. Reference is made to "Item 3 - Legal Proceedings" of Frequency's Annual Report on Form 10-K for the year ended April 30, 1999 on file with the Securities and Exchange Commission.

(e) During the past five years, Frequency has not been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction, as a result of which it was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) The Reporting Person is a Delaware corporation.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

The amount of funds used to purchase the shares of Common Stock described in Item 5 below was approximately \$2,387,000. All of such funds came from Frequency's working capital.

ITEM 4. PURPOSE OF TRANSACTION.

Over the past several years, Frequency and Datum have discussed a possible business combination of the two companies. Frequency has also acquired and disposed of shares of the Common Stock from time to time.

Frequency's board of directors has recently determined that a merger of Frequency and Datum would be in the best interest of the shareholders, customers and employees of both companies.

On November 2, 1999, Frequency offered to acquire Datum for \$10 per share in cash. Frequency's offer represented a substantial premium of 41.5% over the average closing price of Datum's common stock for the preceding 20 business days. A copy of Frequency's November 2, 1999 letter is attached as Exhibit 2 hereto and is incorporated herein by reference.

On November 8, 1999, Datum advised Frequency that it had considered Frequency's November 2, 1999 proposal and concluded that there was no merit in pursuing a merger between Frequency and Datum.

On November 9, 1999, Frequency modified its proposal and advised Datum that it was prepared to offer either \$10.00 in cash or 1.0596 shares of Frequency common stock for each outstanding share of Datum common stock, or a combination of both cash and stock. Frequency stated that a stock transaction would be structured to be tax-free to Datum's shareholders. As of November 8, 1999, Frequency's proposed exchange ratio was valued at \$10.00 per share. Frequency's proposal represented a premium of 41.2% over the average closing price for Datum common stock for the preceding 30 business days. A copy of Frequency's November 9, 1999 letter is attached as Exhibit 3 hereto and is incorporated herein by reference.

On November 10, 1999, Datum announced publicly that it had received Frequency's November 9, 1999 proposal and anticipated that it would make a formal announcement with respect to the proposal "within the next few days." Datum also announced that it had adopted a stockholder rights plan. On November 11, 1999, Datum rejected Frequency's proposal.

Frequency continues to believe that a merger of Datum and Frequency is in the best interest of the shareholders, customers and employees of both companies.

Frequency intends to pursue the alternatives available in order to effect a business combination with Datum on the terms set forth in its November 9, 1999 proposal. Such alternatives could include, without limitation, (i) the purchase of additional Common Stock in

the open market, in privately negotiated transactions or otherwise, (ii) the sale of all or a portion of the Common Stock now owned or hereafter acquired by it to one or more purchasers, (iii) negotiation of a business combination with Datum, (iv) commencement of a tender or exchange offer for the Common Stock, (v) initiation of shareholder proposals in favor of a sale of Datum and redemption of Datum's poison pill, and (vi) conducting a proxy contest or written consent solicitation to elect individuals to the Datum board of directors who would pursue a sale of Datum. Frequency may also contact and consult with other shareholders of Datum concerning Datum, its prospects, and any or all of the foregoing matters. Frequency intends to review its investment in Datum on a continuing basis and depending on various factors, including Datum's business, affairs and financial position, other developments concerning Datum, the price level of the Common Stock, conditions in the securities markets and general economic and industry conditions, as well as other investment opportunities available to it, may in the future take such actions with respect to its investment in Datum as it deems appropriate in light of the circumstances existing from time to time.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

(a) According to Datum's Quarterly Report on Form 10-Q for the quarter ended September 30, 1999, as of November 10, 1999, Datum had issued and outstanding 5,839,940 shares of Common Stock.

(b) Frequency is the beneficial owner of 296,550 shares of Common Stock or 5.1% of the outstanding Common Stock. Frequency has the sole power to vote, or to direct the vote of, all of such shares.

(c) Frequency acquired its shares of Common Stock in open market transactions. The trading dates, number of shares purchased, price per share, and total price paid by Frequency during the past sixty days is as follows:

DATE	PURCHASE/SALE	NO. OF SHARES	PRICE PER SHARE	TOTAL PRICE
----	-----	-----	-----	-----
10/15/99	Purchase	1,000	\$6.62500	\$6,625.000
10/18/99	Purchase	14,000	6.62500	92,750.000
10/19/99	Purchase	2,000	6.71875	13,437.500
11/8/99	Purchase	5,000	7.25000	36,250.000
11/10/99	Purchase	17,600	8.96875	157,850.000
11/12/99	Purchase	8,000	8.56250	68,500.000

11/15/99	Purchase	2,700	9.09375	24,553.125
11/16/99	Purchase	10,500	9.46875	99,421.875
11/19/99	Purchase	600	9.00000	5,400.000

(d) Frequency is not aware of any other person that has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares of Common Stock disclosed in Item 5 hereof.

(e) Not applicable.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

Frequency does not have any contracts, arrangements, understandings or relationships (legal or otherwise) with any person with respect to any securities of Datum.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

Exhibit 1 - Certain information concerning the directors and executive officers of Frequency.

Exhibit 2 - Letter dated November 2, 1999 from Martin B. Bloch and Joseph P. Franklin to Erik van der Kaay.

Exhibit 3 - Letter dated November 9, 1999 from Martin B. Bloch and Joseph P. Franklin to Erik van der Kaay.

Exhibit 4 - Press Release dated November 9, 1999 issued by Frequency.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief,  
I certify that the information set forth in this statement is true, complete and  
correct.

Date: November 22, 1999.

FREQUENCY ELECTRONICS, INC.

By: /s/ Joseph P. Franklin

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Name: Joseph P. Franklin  
Title: Chairman of the Board

EXHIBIT INDEX

EXHIBIT

DESCRIPTION

- 1 Certain information concerning the directors and executive officers of Frequency.
- 2 Letter dated November 2, 1999 from Martin B. Bloch and Joseph P. Franklin to Erik van der Kaay.
- 3 Letter dated November 9, 1999 from Martin B. Bloch and Joseph P. Franklin to Erik van der Kaay.
- 4 Press Release dated November 9, 1999 issued by Frequency.

CERTAIN INFORMATION REGARDING  
THE DIRECTORS AND EXECUTIVE OFFICERS OF FREQUENCY ELECTRONICS, INC.

The following table sets forth the name, business address and principal occupation of the directors and executive officers of Frequency Electronics, Inc. ("Frequency").

## DIRECTORS

NAME AND BUSINESS ADDRESS	PRINCIPAL OCCUPATION
Joseph P. Franklin 55 Charles Lindbergh Blvd. Mitchel Field, NY 11553	Chairman of the Board, Frequency
Martin B. Bloch 55 Charles Lindbergh Blvd. Mitchel Field, NY 11553	President and Chief Executive Officer, Frequency
Joel Girsky c/o Jaco Electronics, Inc. 145 Oser Avenue Hauppauge, NY 11788	President, Jaco Electronics, Inc.
John C. Ho 55 Charles Lindbergh Blvd. Mitchel Field, NY 11553	Director and Consultant to Frequency
E. Donald Shapiro New York Law School 57 Worth Street New York, NY 10013-2960	Joseph Solomon Distinguished Professor of Law, New York Law School
Marvin Meirs 55 Charles Lindbergh Blvd. Mitchel Field, NY 11553	Director and Consultant to Frequency
S. Robert Foley, Jr. c/o Raytheon Company 141 Spring Street Lexington, MA 02421	Senior Advisor, Raytheon Company

## EXECUTIVE OFFICERS

NAME AND BUSINESS ADDRESS	PRINCIPAL OCCUPATION
Joseph P. Franklin 55 Charles Lindbergh Blvd. Mitchel Field, NY 11553	Chairman of the Board of Directors
Martin B. Bloch 55 Charles Lindbergh Blvd. Mitchel Field, NY 11553	President, Chief Executive Officer and Director
Markus Hechler 55 Charles Lindbergh Blvd. Mitchel Field, NY 11553	Executive Vice President and Assistant Secretary
Alfred Vulcan 55 Charles Lindbergh Blvd. Mitchel Field, NY 11553	Vice President, Systems Engineering
Charles S. Stone 55 Charles Lindbergh Blvd. Mitchel Field, NY 11553	Vice President, Low Noise Development

Leonard Martire  
55 Charles Lindbergh Blvd.  
Mitchel Field, NY 11553

Vice President, Space Systems and  
Business Development

Thomas McClelland  
55 Charles Lindbergh Blvd.  
Mitchel Field, NY 11553

Vice President, Commercial Products

Alan Miller  
55 Charles Lindbergh Blvd.  
Mitchel Field, NY 11553

Treasurer and Chief Financial Officer

Harry Newman  
55 Charles Lindbergh Blvd.  
Mitchel Field, NY 11553

Secretary and Assistant to the  
Executive Vice President

None of the persons identified in this Exhibit 1:

- (i) during the last five years, has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors);
- (ii) during the last five years, has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, Federal or State securities laws or finding any violation with respect to such laws;
- (iii) is presently the beneficial owner of any shares of the common stock of Datum Inc.;
- (iv) has effected any transactions in the common stock of Datum Inc. during the last 60 days;
- (v) other than Frequency, knows of any person who has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities; or
- (vi) is a party to any contract, arrangement, understanding or relationship (legal or otherwise) with any person with respect to any securities of Datum Inc.

[Frequency Electronics, Inc. Letterhead]

PERSONAL & CONFIDENTIAL

November 2, 1999

Mr. Erik van der Kaay  
Chief Executive Officer  
Datum Inc.  
9975 Toledo Way  
Irvine, CA 92618-1819

Dear Erik:

As you know, we have been discussing with you the possibility of a business combination of our companies for some time now. We strongly believe that a merger of Frequency Electronics, Inc. ("Frequency") with Datum Inc. ("Datum") will benefit our respective shareholders, customers and employees.

Frequency is hereby pleased to offer to acquire all of the common stock of Datum for a price of \$10.00 per share in cash. This price is a substantial premium of 41.5% over the average closing price of Datum for the past 20 business days, and we believe it provides exceptional value to the Datum shareholders. We are also open to structuring the consideration either in the form of common stock of Frequency or in a combination of cash and stock.

We strongly believe that the combination of our companies will form a global leader in time and frequency products and systems for wireless, wireline, Internet and space applications. A combination would form the basis to leverage each company's well respected name and position, technical and manufacturing expertise, and product offerings. It is clear that such a combination would enable us to be more competitive and would allow us to address the needs of our customers more efficiently.

As you know, Frequency has been a leader in designing, developing, manufacturing and marketing of precision, time and frequency control products and systems for many years. We currently have approximately \$40 million in cash and marketable securities, total assets of approximately \$80 million, no debt and a market capitalization of approximately \$70 million.

Mr. Erik van der Kaay  
November 2, 1999  
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We believe that you, your executive team, and your employees will be able to assist in the expansion and diversification of the combined Datum/Frequency enterprise. Assuring continuity in this regard is important to us.

Our proposal is subject to Frequency being afforded the opportunity to, and our being satisfied with the results of, a due diligence review of Datum. We and our advisors are prepared to commence such a review promptly.

We have retained TM Capital Corp., a New York investment banking firm, as our financial advisor in connection with this transaction. Our legal advisor is Mr. Dennis Block of Cadwalader, Wickersham & Taft. We are fully prepared to move forward expeditiously to complete this transaction.

If you have any questions about our offer, please feel free to call us at (516) 794-4500, Paul Smolevitz of TM Capital Corp. at (212) 809-1416, or

Dennis Block at (212) 504-5555. We would appreciate your prompt response to this offer.

Very truly yours,

/s/ Martin B. Bloch  
Martin B. Bloch  
President and Chief Executive Officer

/s/ Joseph P. Franklin  
Joseph P. Franklin  
Chairman of the Board

cc: Board of Directors, Datum Inc., copies provided

[Frequency Electronics, Inc. Letterhead]

November 9, 1999

Mr. Erik van der Kay  
Chief Executive Officer  
Datum Inc.  
9975 Toledo Way  
Irvine, CA 92618-1819

Dear Erik:

I was disappointed by our telephone conversation late yesterday in which you stated that your board had reviewed our November 2, 1999 letter and concluded that it was not interested in our proposal to acquire Datum Inc. for a price of \$10.00 per share in cash. We firmly believe that a merger of Datum and Frequency is in the best interest of your shareholders. Therefore, we have modified our proposal and are now prepared to offer either \$10.00 in cash or 1.0596 shares of Frequency common stock for each outstanding share of Datum common stock, or a combination of both cash and stock. A stock transaction would be structured to be tax-free to your shareholders. Based on yesterday's closing price of Frequency's common stock, our proposed exchange ratio is valued at \$10.00 per share. Our proposal therefore represents a premium of 41.2% over the average closing price for Datum for the past 30 business days.

We appreciate your offer to consider acquiring Datum's Efratom subsidiary. Frequency's Board of Directors and I continue to believe that a merger of our two companies will benefit our respective shareholders, customers and employees. Among the advantages of a business combination between Frequency and Datum are:

- o A premium price for your shareholders.
- o Increased leverage of each company's well-respected name, technical and manufacturing expertise and product offerings.
- o Our combined companies will form a global leader in time and frequency products and systems for wireless, wireline, Internet and space applications.
- o Our combined financial and technical resources will enhance our ability to compete.

Mr. Erik van der Kaay

November 9, 1999

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We believe that you, your executive team, and your employees will contribute significantly to the expansion and diversification of the combined Datum/Frequency enterprise. It is our preference to work with you toward a negotiated transaction. To that end, we ask that you and the other members of your board, who are entrusted with the fiduciary duty of acting in the shareholders' best interests, meet with us at your earliest convenience to discuss the merits of our interest and our ideas.

Although we do not consider our interest in Datum as anything other than "friendly," we reserve the right to initiate a tender or exchange offer for Datum stock or to pursue other alternatives to maximize shareholder value. Please be advised that we have issued a press release which disseminates the information in this letter.

We look forward to your prompt response.

Very truly yours,

/s/ Martin B. Bloch  
Martin B. Bloch  
President and Chief Executive Officer

/s/ Joseph P. Franklin  
Joseph P. Franklin  
Chairman of the Board

cc: Datum Board of Directors

General Joseph P. Franklin  
55 Charles Lindbergh Boulevard  
Mitchel Field, NY 11553  
Telephone: (516) 794-4500  
9 November, 1999

PRESS RELEASE

FREQUENCY ELECTRONICS ANNOUNCES PROPOSAL TO MERGE WITH DATUM, INC.

Frequency Electronics, Inc. (AMEX-FEI) today announced that it has made a proposal to the board of directors of Datum, Inc. (Datum) to merge the two companies. Frequency is prepared to offer either \$10.00 in cash or 1.0596 shares of Frequency common stock for each outstanding share of Datum common stock, or a combination of both cash and stock. A stock transaction would be structured to be tax-free to Datum's stockholders. Based on yesterday's closing price of Frequency common stock, the proposed transaction is valued at \$58 million and the proposed exchange ratio is valued at \$10.00 per share. Frequency's proposal represents a premium of 41.2% over the average closing price for Datum for the past 30 business days. The transaction would be subject to Frequency's satisfactory due diligence review of Datum as well as other customary conditions.

Martin B. Bloch, President and Chief Executive Officer of Frequency, said, "We strongly believe that the combination of Frequency and Datum will form a global leader in time and frequency products and systems for wireless, wireline, internet and space applications. This business combination would form the basis to leverage each company's well-respected name and position, technical and manufacturing expertise and product offerings."

Frequency Electronics has been a leader in designing, developing, manufacturing and marketing of precision time and frequency control products and systems for many years. The company currently has approximately \$40 million in cash and marketable securities, total assets of approximately \$80 million, no long-term debt and a market capitalization of approximately \$70 million.

Datum, based in Irvine, CA, designs, manufactures and markets a wide variety of high-performance time and frequency products used to synchronize the flow of information in telecommunications networks. The company is also a leading supplier of precise timing products for computing networks, satellite systems, electronic commerce and test and measurement applications.

Frequency has retained TM Capital Corp. as its financial advisor and Cadwalader, Wickersham & Taft as special counsel.

This press release is not an offer to purchase shares of Datum.