

OMB APPROVAL	
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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

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

1. Name and Address of Reporting Person* <u>Bernstein Steven Lawrence</u> _____ (Last) (First) (Middle) <u>C/O FREQUENCY ELECTRONICS INC.</u> <u>55 CHARLES LINDBERGH BLVD.</u> _____ (Street) <u>MITCHEL</u> <u>NY</u> <u>11553</u> <u>FIELD</u> _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>FREQUENCY ELECTRONICS INC [FEIM</u>]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>CFO, Secretary and Treasurer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/16/2021</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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			
Common Stock	03/16/2021		M		1,000	A	\$7.25	1,000	D	
Common Stock	03/16/2021		F		603	D	\$12.04	397	D	
Common Stock	03/16/2021		M		1,000	A	\$9.96	1,000	D	
Common Stock	03/16/2021		F		828	D	\$12.04	172	D	
Common Stock	03/16/2021		M		10,000	A	\$9.85	10,000	D	
Common Stock	03/16/2021		F		8,182	D	\$12.04	1,818	D	

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
Stock Appreciation Rights ⁽¹⁾	\$7.25	03/16/2021		M			1,000	12/19/2011	12/19/2021	Common Stock	1,000 ⁽¹⁾	\$0	25,000	D	
Stock Appreciation Rights ⁽¹⁾	\$9.96	03/16/2021		M			1,000	04/26/2011	04/26/2021	Common Stock	1,000 ⁽¹⁾	\$0	24,000	D	
Stock Appreciation Rights ⁽¹⁾	\$9.85	03/16/2021		M			10,000	04/21/2016	04/21/2021	Common Stock	10,000 ⁽¹⁾	\$0	14,000	D	

Explanation of Responses:

1. The reporting Person exercised a Stock Appreciation Right based on 12,000 shares of Frequency Electronics common stock, receiving 2,387 shares which is equivalent to the appreciated value of the common stock since the grant dates.

/s/ Steven Bernstein 03/17/2021

** 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.