

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

**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

1. Name and Address of Reporting Person* <u>LALICATA ADRIAN</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>VP of RF and Microwave Systems</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/22/2019</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	10/22/2019		M		8,000	A	\$5.65	8,000	D	
Common Stock	10/22/2019		F		3,897	D	\$11.6	4,103	D	
Common Stock	10/22/2019		M		10,000	A	\$9.7	10,000	D	
Common Stock	10/22/2019		F		8,363	D	\$11.6	1,637	D	
Common Stock	10/22/2019		M		10,000	A	\$7.25	10,000	D	
Common Stock	10/22/2019		F		6,250	D	\$11.6	3,750	D	
Common Stock	10/22/2019		M		8,000	A	\$8.82	8,000	D	
Common Stock	10/22/2019		F		6,083	D	\$11.6	1,917	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 <sup>(1)</sup>	\$5.65	10/22/2019		M			8,000	09/14/2011	09/13/2020	Common Stock	8,000 <sup>(1)</sup>	\$0	59,000	D	
Stock Appreciation Rights <sup>(1)</sup>	\$9.7	10/22/2019		M			10,000	04/12/2012	04/11/2021	Common Stock	10,000 <sup>(1)</sup>	\$0	49,000	D	
Stock Appreciation Rights <sup>(1)</sup>	\$7.25	10/22/2019		M			10,000	12/19/2012	12/18/2021	Common Stock	10,000 <sup>(1)</sup>	\$0	39,000	D	
Stock Appreciation Rights <sup>(1)</sup>	\$8.82	10/22/2019		M			8,000	09/14/2013	09/13/2022	Common Stock	8,000 <sup>(1)</sup>	\$0	31,000	D	

**Explanation of Responses:**

1. The Reporting Person performed a cashless exercise of a Stock Option based on 36,000 shares of Frequency Electronics common stock, receiving 11,407 which is equivalent to the appreciated value of the common stock since the grant date.

/s/ Steven Bernstein by power of attorney 10/25/2019

\*\* 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.