

FREQUENCY ELECTRONICS, INC.

SUPPLEMENT TO PROSPECTUS DATED JULY 26, 1996

This Prospectus Supplement supersedes and updates certain information in the Selling Shareholder Table of the Company's July 26, 1996 Reoffer Prospectus (the "Prospectus"). The information contained herein should be read in conjunction with the information set forth in the Prospectus. Capitalized terms used but not defined herein shall have the meaning given to such terms in the Prospectus.

Selling Shareholder	Plan	Position with Company	No. of Common Shares Owned Prior to Offering (1)	No. of Common Shares Offered (1)	No. of Common Shares Owned After Offering (1)	%-age of Common Shares Owned After offering (2)
Martin Bloch	Sr. Exec. Plan Restricted Stock Plan	Pres., Dir.(3)(6)(7)	565,261	100,000 35,000 TOTAL 135,000	430,261	7.7%
Joseph Franklin	Sr. Exec. Plan Restricted Stock Plan	Chairman, CEO, CFO(7)	90,000	25,000 35,000 TOTAL 60,000	30,000	(8)
Markus Hechler	1982 Plan 1984 Plan 1987 Plan Restricted Stock Plan 1993 Plan	Vice President, Acting Secy.(7)	47,500	7,500 6,500 18,000 10,000 5,000 TOTAL 47,000	500	(8)
John Ho	Restricted Stock Plan	Director(7)	36,125	10,000 TOTAL 10,000	26,125	(8)
Abraham Lazar	1984 Plan	Director (4)(6)(7)	6,000	6,000 TOTAL 6,000	0	0
Selling Shareholder	Plan	Position with Company	No. of Common Shares Owned Prior to Offering (1)	No. of Common Shares Offered (1)	No. of Common Shares Owned After Offering (1)	%-age of Common Shares Owned After offering (2)
Len Martire	1984 Plan 1987 Plan Restricted Stock Plan 1993 Plan	V.P.(7)	41,900	24,900 5,000 9,000 3,000 TOTAL 41,900	0	0
Marvin Meirs	1984 Plan Restricted Stock Plan 1993 Plan	V.P.(7)	37,967	5,000 10,000 5,000 TOTAL 20,000	17,967	(8)
Harry Newman	1982 Plan 1984 Plan Restricted Stock Plan	Secy., Treas.(5)(6)(7)	18,001	3,800 3,962 5,000 TOTAL 12,762	5,239	(8)
Charles Stone	1982 Plan 1984 Plan	V.P.(7)	30,678	6,000 3,000	4,876	(8)

	1987 Plan			9,802		
	Restricted Stock Plan			5,000		
	1993 Plan			2,000		
				TOTAL	25,802	
Al Vulcan	Restricted Stock Plan	V.P.	15,000	10,000	0	0
	1993 Plan			5,000		
				TOTAL	15,000	
Holder of Control Secur.	Sr. Exec. Plan	N/A	N/A	TOTAL	25,000	N/A
Holder of Control Secur.	Restricted Stock Plan	N/A	N/A	TOTAL	66,500	N/A
Holder of Control Secur.	1993 Plan	N/A	N/A	TOTAL	167,000	N/A
				GRAND TOTAL	631,964	

(1) Includes shares of common stock which may be issued upon the exercise of outstanding stock options or stock purchase rights under the Plans but does not include (except as listed generically under the heading "Number of Common Shares Offered") an additional 258,500 shares of common stock which may be issued upon the exercise of stock options or stock purchase rights issuable in the future under the Plans.

(2) Based upon 5,564,130 shares being issued and outstanding including 470,017 shares of common stock which may be issued upon the exercise of outstanding stock options or stock purchase rights under the Plans but excluding 912,187 issued common shares currently being held as treasury stock and also excluding 258,500 common shares which may be issued upon the exercise of stock options or stock purchase rights issuable in the future under the Plans.

(3) At this time, Martin Bloch has taken a voluntary leave of absence as president of the Company, and is attending Company board meetings and acting solely in an advisory capacity. He is not participating in any Company board decisions or board actions (by vote, written consent or otherwise) and is voluntarily abstaining from participation except when called upon for information) from any board discussion of corporate policy or board action.

(4) At this time, Abraham Lazar is voluntarily abstaining from any further attendance at or participation in Company board meetings or other board activities.

(5) At this time, Harry Newman has taken a voluntary leave of absence as secretary and treasurer of the Company.

(6) The foregoing restrictions on Messrs. Bloch's, Lazar's and Newman's participation in the Company's affairs will abide until the final disposition of the Federal Indictment as to each of them respectively whereby, depending on the result, they will respectively either resign from or resume their original positions. See Item 3 - Legal Proceedings in the Company's Annual Report on Form 10-K for the fiscal year ended April 30, 1997 which is incorporated herein by reference.

(7) The Selling Shareholder serves or has served as an officer and/or director of one or more subsidiaries of the Company at some time within the past three years.

(8) Less than 1%

Dated: September 12, 1997

