SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person*
MCCLELLAND THOMAS
(Last) (First) (Middle)
C/O FREQUENCY ELECTRONICS, INC.
55 CHARLES LINDBERGH BLVD.
(Street)
MITCHEL FIELD NY 11553
(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
FREQUENCY ELECTRONICS INC [FEIM]
Foreign Trading Symbol

3. Date of Earliest Transaction (Month/Day/Year)
01/04/2025

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
☑ Director
☐ 10% Owner
☑ Officer (give title below)
☐ Other (specify below)
President and CEO

6. Individual or Joint/Group Filing (Check Applicable Line)
☑ Form filed by One Reporting Person
☐ Form filed by More than One Reporting Person

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	01/04/2025		F		6,947(1)	D	$18.47	103,395(2)	D	
Common Stock	07/31/2025		A		50,000(3)	A	$0	153,395(2)	D	
Common Stock	07/31/2025		F		12,888(1)	D	$26.6	140,507(2)	D	
Common Stock	11/01/2025		F		129(1)	D	$36.68	140,378(2)	D	
Common Stock	01/04/2026		F		6,629(1)	D	$50.55	133,749(2)	D	
Common Stock	04/30/2026		A		50,000(4)	A	$0	183,749(2)	D	
Common Stock	07/31/2026		F		12,888(1)	D	$57.97	170,861(2)	D	
Common Stock	09/09/2026		A		50,000(5)	A	$0	220,861(2)	D	
Common Stock								16,385(2)	I	By 401(k) Savings Plan

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	Amount or Number of Shares				

Explanation of Responses:

1. Shares withheld by the Company to cover tax obligations upon vesting of previously granted equity awards.
2. Updated to reflect reporting person's beneficial ownership as of 09/23/2026.
3. Performance based restricted stock units granted 05/13/2024. As of 07/31/2025 performance requirements have been met; vest in four equal annual installments commencing 07/31/2025
4. Performance based restricted stock units granted 02/01/2026. As of 04/30/2026 performance requirements have been met; vest in four equal annual installments commencing 02/01/2027
5. Restricted stock units granted 09/09/2026 vesting in four equal annual installments commencing 09/09/2027

/s/ Steven Bernstein by power of attorney — 09/23/2026
** 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.