

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

**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>Caulfield John Patrick</u> _____ (Last) (First) (Middle) <u>C/O FREQUENCY ELECTRONICS</u> <u>55 CHARLES LINDBERGH BLVD.</u> _____ (Street) <u>MITCHEL</u> <u>NY</u> <u>11533</u> <u>FIELD</u> _____ (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>FREQUENCY ELECTRONICS INC [ FEIM ]</u> _____ 3. Date of Earliest Transaction (Month/Day/Year) <u>03/22/2021</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) _____ <p style="text-align: center;"><u>VP of Manufacturing</u></p>		
			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/22/2021		M		5,000	A	\$9.7	5,000	D	
Common Stock	03/22/2021		F		3,896	D	\$12.45	1,104	D	
Common Stock	03/22/2021		M		4,000	A	\$7.25	4,000	D	
Common Stock	03/22/2021		F		2,330	D	\$12.45	1,670	D	
Common Stock	03/22/2021		M		3,000	A	\$8.82	3,000	D	
Common Stock	03/22/2021		F		2,126	D	\$12.45	874	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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Appreciation Rights <sup>(1)</sup>	\$9.7	03/22/2021		M		5,000	04/12/2011	04/12/2021	Common Stock	5,000 <sup>(1)</sup>	\$0	19,000	D	
Stock Appreciation Rights <sup>(1)</sup>	\$7.25	03/22/2021		M		4,000	12/19/2011	12/19/2021	Common Stock	4,000 <sup>(1)</sup>	\$0	15,000	D	
Stock Appreciation Rights <sup>(1)</sup>	\$8.82	03/22/2021		M		3,000	10/03/2012	10/03/2022	Common Stock	3,000 <sup>(1)</sup>	\$0	12,000	D	

**Explanation of Responses:**

1. The Reporting Person performed a cashless exercise of a Stock Option based on 12,000 shares of Frequency Electronics common stock, receiving 3,648 which is equivalent to the appreciated value of the common stock since the grant date.

/s/ Steven Bernstein by power of attorney 03/24/2021

\*\* 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.