FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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).

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* LALICATA ADRIAN (Last) (First) (Middle) FREQUENCY ELECTRONICS, INC. 55 CHARLES LINDBERGH BLVD					2. Issuer Name and Ticker or Trading Symbol FREQUENCY ELECTRONICS INC [FEIM] 3. Date of Earliest Transaction (Month/Day/Year) 09/14/2010								Relationship of Reporting Person(s) to Issuer Check all applicable) Director Officer (give title below) Vice President				
(Street) MITCHEL FIELD (City)	NY (Sta		1553 Zip)	4. II	f Amer	ndment, I	Date o	f Original F	Filed	(Month/Day	//Year)	6. Lir	X Form	filed by One	e Repo	(Check App orting Person one Report	
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																
1. Title of Security (Instr. 3) 2. Transac Date (Month/Date)					Execution Date,		Code (Instr. 8)		tr. 3, 4 and	Benefici Owned I Reporte	es Form Ally (D) o following (I) (Ir		: Direct I Indirect E str. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
								Code	V	Amount	(A) or (D)		Transac (Instr. 3				
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. Transa Code	4. Transaction Code (Instr.		5. Number		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou of Securities Underlying Derivative Securii (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)	Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisabl		Expiration Date	Title	Amount or Number of Shares					
Stock Appreciation Rights ⁽³⁾	\$5.65 ⁽²⁾	09/14/2010		A		8,000		09/14/2011	(1)	09/13/2020	Common Stock	8,000(\$0	37,00	00	D	

Explanation of Responses:

- 1. Stock Appreciation Rights are exercisable on a cumulative basis as to one-quarter of the total number of shares covered by the grant on each of the first, second, third and fourth anniversary dates of the date of Stock Appreciation Rights grant.
- 2. Stock Appreciation Rights are granted at the market value of the Company's Common Stock on the date of grant.
- 3. Upon exercise of a Stock Appreciation Right, the grantee will be awarded shares of Common Stock, the value of which is equal to the increase in value of the Common Stock between the grant date and the date of exercise. (Stock-settled SAR).

/s/Alan Miller by power of attorney

09/14/2010

** 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.