

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of report (Date of earliest event reported): December 27, 2010

Frequency Electronics, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

1-8061

11-1986657

(State or Other Jurisdiction of Incorporation)

(Commission File Number)

(IRS Employer Identification No.)

55 Charles Lindbergh Blvd., Mitchel Field, New York

11553

(Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone number, including area code: 516-794-4500

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

E. Donald Shapiro, a member of the Board of Directors of Frequency Electronics, Inc. (the “Company”), died on December 27, 2010. Mr. Shapiro served as a director of the corporation since 1998, most recently as chairman of the Company’s Audit Committee and as a member of the Company’s Compensation Committee.

SIGNATURES

Under the requirements of the Securities Exchange Act of 1934, the registrant has caused this report to be signed on its behalf by the authorized undersigned.

By: /s/ Alan Miller

Name: Alan Miller

Title: Secretary, Treasurer and Chief Financial
Officer

Dated: December 28, 2010
