

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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* FRANKLIN JOSEPH P <hr/> (Last) (First) (Middle) C/O FREQUENCY ELECTRONICS INC 55 CHARLES LINDBERGH BLVD <hr/> (Street) MITCHEL NY 11553 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol FREQUENCY ELECTRONICS INC [FEIM]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chairman, Board of Directors
	3. Date of Earliest Transaction (Month/Day/Year) 04/28/2015	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	04/28/2015		M		6,000	A	\$3.3	13,855	D	
Common Stock	04/28/2015		F		1,500	D	\$13.2	12,355	D	
Common Stock	04/28/2015		M		10,000	A	\$4.6	22,355	D	
Common Stock	04/28/2015		F		3,485	D	\$13.2	18,870	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	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Appreciation Rights ⁽¹⁾	\$3.3	04/28/2015		M			6,000	03/11/2010	03/10/2019	Common Stock	6,000 ⁽¹⁾	\$0	46,000	D	
Stock Appreciation Rights ⁽¹⁾	\$4.6	04/28/2015		M			10,000	10/27/2010	10/26/2019	Common Stock	10,000 ⁽¹⁾	\$0	36,000	D	

Explanation of Responses:

1. The Reporting Person exercised Stock Appreciation Rights based on an aggregate of 16,000 shares of Frequency Electronics common stock, receiving an aggregate of 11,015 shares which is equivalent to the combined appreciated value of the common stock since each grant date.

/s/Alan Miller by power of attorney 04/29/2015

** 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.