

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* <u>HECHLER MARKUS</u> (Last) (First) (Middle) <u>FREQUENCY ELECTRONICS INC</u> <u>55 CHARLES LINDBERGH BLYD</u> (Street) <u>MITCHEL NY 11553</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>FREQUENCY ELECTRONICS INC [FEI]</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) <u>Executive Vice President</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/07/2003</u>	
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, par value \$1 per share	07/07/2003		M		7,500	A	\$3.33	39,000 ⁽²⁾	D	
Common Stock, par value \$1 per share	07/07/2003		J ⁽¹⁾		7,500	D	\$3.33	31,500 ⁽²⁾	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
Incentive Stock Option	\$3.33	07/07/2003		X			7,500	09/15/1994	09/15/2003	Common Stock	7,500	\$3.33	70,500 ⁽²⁾	D	

Explanation of Responses:

- On or about July 7, 2003, the Reporting Person acquired 7,500 shares of the Common Stock of the Company as a result of the conversion of an Incentive Stock Option. On the same day the Reporting Person disposed of 7,500 shares of Common Stock of the Company as stipulated by a divorce decree.
- As of July 31, 2003 (after giving effect to the transactions reported on this Form 4), the Reporting Person held 31,500 shares directly and Incentive Stock Options to purchase 70,500 shares of Common Stock

Remarks:

Timely filing was attempted through a paper filing in early July. That filing was returned and the electronic filing made upon receipt of appropriate software and relevant CIK and CCC codes.

Markus Hechler 10/02/2003

** 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.