Edgar Filing: FREQUENCY ELECTRONICS INC - Form 4

FREQUENCY ELECTRONICS INC

Form 4

February 07, 2007

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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OMB APPROVAL

response...

Check this box if no longer subject to Section 16.

Form 4 or Form 5 obligations

may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * LALICATA ADRIAN

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Issuer

Symbol

FREQUENCY ELECTRONICS INC

(Check all applicable)

[FEIM]

(Last) (First) (Middle)

(Street)

3. Date of Earliest Transaction (Month/Day/Year)

Director 10% Owner Other (specify X_ Officer (give title

08/14/2006

below) Vice President

C/O FREQUENCY ELECTRONICS, INC., 55 CHARLES LINDBERGH BLVD

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

MITCHEL FIELD, NY 11553

(City) (State)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

(A)

Transaction(s) (Instr. 3 and 4)

Reported

Code V Amount (D) Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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. Transactio Code (Instr. 8) | 5. Number on f Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisab Expiration Date (Month/Day/Year | | 7. Title an Underlyin (Instr. 3 an | g Securi |
|---|---|--------------------------------------|---|--|---|---|--------------------|--|--------------------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amor Or Nur of Sha |

Α

Reporting Owners

\$ 11.18

(2)

| Reporting Owner Name / Address | Relationships | | | | |
|--------------------------------|---------------|-------------------|-------|--|--|
| | Director | 10% Owner Officer | Other | | |

LALICATA ADRIAN C/O FREQUENCY ELECTRONICS, INC. 55 CHARLES LINDBERGH BLVD MITCHEL FIELD, NY 11553

Vice President

5,000

Common

Stock

08/14/2007(1) 08/16/2016

Signatures

Stock

Appreciation

Rights (3)

Alan Miller by power of attorney

02/07/2007

**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

08/14/2006

- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (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 SARS)

Remarks:

The SAR grant was effective as of the date of hire of Mr. Lalicata on 8/14/06. The Form 4 is filed when the formal documentation for the grant was finalized within the Company.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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