

MENDELSON VICTOR H  
 Form 4  
 December 14, 2012

**FORM 4**

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

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).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**MENDELSON VICTOR H**

2. Issuer Name and Ticker or Trading Symbol  
**HEICO CORP [HEI, HEI.A]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**825 BRICKELL BAY DRIVE,  
 SUITE 1644**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**12/12/2012**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Co-President**

**MIAMI, FL 33131**

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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					438,455	D	
Class A Common Stock	12/12/2012		M		16,114	A	\$ 2.8672
Class A Common Stock	12/12/2012		M		13,673	A	\$ 4.0354
Class A Common Stock	12/12/2012		M		9,279	A	\$ 4.003

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Class A Common Stock	12/12/2012	F	16,796	D	\$ 34.44	174,739	D	
Class A Common Stock						125,212	I	Owned by Corporation (1)
Common Stock						70,663	I	Owned by Partnership (2)
Common Stock						1,952	I	As custodian for minor children
Class A Common Stock						5,216	I	As custodian for minor children
Common Stock						34,737	I	By 401(k) (3)
Class A Common Stock						32,098	I	By 401(k) (3)

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

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(9-02)

**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 Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (right to purchase Class A Common Stock)	\$ 2.8672	12/12/2012		M	16,114	03/17/2008	03/17/2013	Class A Common Stock	16,114

Option (right to purchase Class A Common Stock)	\$ 4.0354	12/12/2012	M	13,673	03/17/2008	03/17/2013	Class A Common Stock	13,673
Option (right to purchase Class A Common Stock)	\$ 4.0003	12/12/2012	M	9,279	03/17/2008	03/17/2013	Class A Common Stock	9,279

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MENDELSON VICTOR H 825 BRICKELL BAY DRIVE, SUITE 1644 MIAMI, FL 33131	X		Co-President	

## Signatures

Victor H.  
Mendelson

12/14/2012

\*\*Signature of  
Reporting Person

Date

## Explanation of Responses:

\* 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).

- (1) Represents shares owned by Mendelson International Corporation whose stock is owned solely by the Reporting Person and Eric Mendelson, the brother of the Reporting Person.
- (2) Represents shares owned by VHM Management Limited Partners, a partnership whose sole general partner is a corporation controlled by the Reporting Person.
- (3) Represents shares held for the benefit of the Reporting Person by the HEICO Corporation 401(k), based on a plan statement dated December 12, 2012.
- (4) In addition, the Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate of 476,563 shares of Common Stock. These Options become exercisable on various dates and have various expiration dates.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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