

MENDELSON VICTOR H
 Form 4
 December 21, 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

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

MIAMI, FL 33131

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/20/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Amount | | |
| | | | | Code V | Price | | |
| Common Stock | | | | | 438,455 | D | |
| Class A Common Stock | | | | | 174,739 | D | |
| Class A Common Stock | | | | | 125,212 | I | Owned by Corporation ⁽¹⁾ |
| Common Stock | | | | | 70,663 | I | Owned by Partnership ⁽²⁾ |

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| | | | | | | | | |
|----------------------|------------|--|---|-------|---|------------------|---|---------------------------------|
| 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⁾ |
| Class A Common Stock | 12/20/2012 | | P | 3,200 | A | \$ 31.1109 3,200 | I | By Keough Account |
| Class A Common Stock | 12/20/2012 | | P | 50 | A | \$ 31.25 3,250 | I | By Keough Account |

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

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 control number.

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Nu... Deriv... Secur... Bene... Own... Follo... Repo... Trans... (Instr... |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V (A) (D) | | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

MENDELSON VICTOR H
 825 BRICKELL BAY DRIVE, SUITE 1644 X Co-President
 MIAMI, FL 33131

Signatures

Victor H.
 Mendelson 12/21/2012

 Signature of Date
 Reporting Person

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 20, 2012.

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.