

HEICO CORP
Form 4
October 31, 2013

FORM 4

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

OMB APPROVAL

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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)
10/29/2013

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 Ownership (Instr. 4)
				(A) or (D)			
			Code	V	Amount	(D)	Price
Common Stock					293,332 ⁽¹⁾	D	
Class A Common Stock					143,840 ⁽¹⁾	D	
Class A Common Stock					156,515	I	Owned by Corporation ⁽²⁾
Common Stock					88,328	I	Owned by Partnership ⁽³⁾

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Common Stock						2,440	I	As custodian for minor children ⁽⁴⁾	
Class A Common Stock						6,520	I	As custodian for minor children ⁽⁴⁾	
Common Stock						45,753	I	By 401(k) ⁽⁵⁾	
Class A Common Stock						43,094	I	By 401(k) ⁽⁵⁾	
Class A Common Stock	10/29/2013		P	1,786	A	\$ 39,229	5,848	I	By Keogh Account ⁽⁶⁾
Common Stock						238,245	I	By Trusts ⁽⁷⁾	
Class A Common Stock						70,428	I	By Trusts ⁽⁷⁾	
Common Stock						14,750	I	By Trusts ⁽⁸⁾	
Class A Common Stock						4,335	I	By Trusts ⁽⁸⁾	

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

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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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number

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 10/31/2013

 **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) Includes 58,666 shares of Common Stock and 28,768 shares of Class A Common Stock acquired by the Reporting Person on October 23, 2013 upon receipt of shares distributed by the Issuer pursuant to a 5 for 4 stock split.

Represents shares owned by Mendelson International Corporation whose stock is owned solely by the Reporting Person and Eric
 - (2) Mendelson, the brother of the Reporting Person and includes 31,303 shares of Class A Common Stock acquired by the Reporting Person on October 23, 2013 upon receipt of shares distributed by the Issuer pursuant to a 5 for 4 stock split.

Represents shares owned by VHM Management Limited Partners, a partnership whose sole general partner is a corporation controlled by
 - (3) the Reporting Person and includes 17,665 shares of Common Stock acquired by the Reporting Person on October 23, 2013 upon receipt of shares distributed by the Issuer pursuant to a 5 for 4 stock split.
 - (4) Includes 488 shares of Common Stock and 1,304 shares of Class A Common Stock acquired by the Reporting Person on October 23, 2013 upon receipt of shares distributed by the Issuer pursuant to a 5 for 4 stock split.

Represents shares held for the benefit of the Reporting Person by the HEICO Corporation 401(k), based on a plan statement dated
 - (5) October 23, 2013 and includes 9,151 shares of Common Stock and 8,619 shares of Class A Common Stock acquired by the Reporting Person on October 23, 2013 upon receipt of shares distributed by the Issuer pursuant to a 5 for 4 stock split.
 - (6) Includes 812 shares of Class A Common Stock acquired by the Reporting Person on October 23, 2013 upon receipt of shares distributed by the Issuer pursuant to a 5 for 4 stock split.

Represents shares gifted by the Reporting Person to trusts for the benefit of the Reporting Person's immediate family members and whose
 - (7) Trustee is the Reporting Person and includes 47,649 shares of Common Stock and 14,049 shares of Class A Common Stock acquired by the Reporting Person on October 23, 2013 upon receipt of shares distributed by the Issuer pursuant to a 5 for 4 stock split.

Represents shares owned by the Victor H. Mendelson Revocable Investment Trust which is owned solely by the Reporting Person and
 - (8) includes 2,950 shares of Common Stock and 867 shares of Class A Common Stock acquired by the Reporting Person on October 23, 2013 upon receipt of shares distributed by the Issuer pursuant to a 5 for 4 stock split.

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.