MENDELSON VICTOR H

Form 4

January 17, 2019

FORM 4

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

OMB Number: 3235-0287

Estimated average

OMB APPROVAL

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

Section 16. Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

See Instruction 1(b).

(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		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
825 BRICKELL BAY DRIVE, SUITE 1644			(Month/Day/Year) 12/18/2018	_X Director 10% Owner _X Officer (give title Other (specify below) Co-President		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
MIAMI, FL 33131			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table I Non Derivative Securities A	equired Disposed of ar Reposicially Owne		

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Securities	Acquired, Dispose	d of, or Benefi	cially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transacti Code (Instr. 8)	on(A) or Di (D)	sposed of	d 5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D)	7. Nature of Indirect Beneficial Ownership
		•	Code V	Amount	(A) or (D) Pri	Following Reported Transaction(s) (Instr. 3 and 4)	or Indirect (I) (Instr. 4)	(Instr. 4)
Common Stock						801,266	D	
Class A Common Stock						284,515	D	
Class A Common Stock	12/18/2018		G V	15,500	D \$0	224,785	I	Owned by Corporation (1)
Common Stock						172,515	I	Owned by Partnership

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Common Stock	4,762	I	As custodian for children
Class A Common Stock	19,137	I	As custodian for children
Common Stock	91,921	I	By 401(k) (3)
Class A Common Stock	87,024	I	By 401(k) (3)
Common Stock	921	I	By Keogh Account
Class A Common Stock	16,135	I	By Keogh Account
Common Stock	465,318	I	By Trusts (4)
Class A Common Stock	137,201	I	By Trusts (4)
Common Stock	28,806	I	By Trusts (5)
Class A Common Stock	8,465	I	By Trusts (5)
Common Stock	1,311	I	By 409A Plan <u>(6)</u>

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)

2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orNumber	Expiration Date	Amount of	Derivative	Deriv
or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secu
Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e	Securities	(Instr. 5)	Bene
Derivative				Securities	S	(Instr. 3 and 4)		Own
Security				Acquired				Follo
				(A) or				Repo
				Disposed				Trans
				of (D)				(Instr
				(Instr. 3,				
	Conversion or Exercise Price of Derivative	Conversion (Month/Day/Year) or Exercise Price of Derivative	Conversion (Month/Day/Year) Execution Date, if or Exercise any Price of (Month/Day/Year) Derivative	Conversion (Month/Day/Year) Execution Date, if Transaction or Exercise any Code Price of (Month/Day/Year) (Instr. 8) Derivative	Conversion (Month/Day/Year) Execution Date, if TransactionNumber or Exercise any Code of Price of (Month/Day/Year) (Instr. 8) Derivative Security Acquired (A) or Disposed of (D)	Conversion (Month/Day/Year) Execution Date, if TransactionNumber Expiration Date or Exercise any Code of (Month/Day/Year) Price of (Month/Day/Year) (Instr. 8) Derivative Security Securities Acquired (A) or Disposed of (D)	Conversion (Month/Day/Year) Execution Date, if TransactionNumber Expiration Date any Code of (Month/Day/Year) Underlying Price of (Month/Day/Year) (Instr. 8) Derivative Securities Security Acquired (A) or Disposed of (D)	Conversion (Month/Day/Year) Execution Date, if or Exercise any Code of (Month/Day/Year) Underlying Security Price of (Month/Day/Year) (Instr. 8) Derivative Securities (Instr. 3 and 4) Security Acquired (A) or Disposed of (D)

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4, and 5)

Date Expiration or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

MENDELSON VICTOR H

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

Signatures

/s/ Victor H. 01/17/2019 Mendelson

**Signature of Reporting 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 January 16, 2019.
- (4) Represents shares gifted by the Reporting Person to trusts for the benefit of the Reporting Person's immediate family members and whose Trustee is the Reporting Person.
- (5) Represents shares owned by the Victor H. Mendelson Revocable Investment Trust which is owned solely by the Reporting Person.
- (6) Represents shares held for the reporting person by the HEICO Corporation Leadership Compensation Plan (409A Plan).

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.

Reporting Owners 3