

MENDELSON VICTOR H
Form 4
March 05, 2019

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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)
03/01/2019

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) | Price | | |
| Common Stock | 03/01/2019 | | M | V | 381,470 A \$ 10.9786 | 1,182,736 | D |
| Common Stock | 03/01/2019 | | F | V | 177,200 D \$ 93.76 | 1,005,536 | D |
| Class A Common Stock | | | | | | 284,515 | D |
| Class A Common Stock | | | | | | 224,785 | I |
| | | | | | | 172,515 | I |

Owned by Corporation (1)

Edgar Filing: MENDELSON VICTOR H - Form 4

| | | | | | | |
|----------------------|--|---------|---|--|--|---------------------------------|
| Common Stock | | | | | | Owned by Partnership <u>(2)</u> |
| Common Stock | | 4,762 | I | | | As custodian for children |
| Class A Common Stock | | 19,137 | I | | | As custodian for children |
| Common Stock | | 92,002 | I | | | By 401(k) <u>(3)</u> |
| Class A Common Stock | | 87,118 | I | | | By 401(k) <u>(3)</u> |
| Common Stock | | 921 | I | | | By Keogh Account |
| Class A Common Stock | | 16,135 | I | | | By Keogh Account |
| Common Stock | | 465,318 | I | | | By Trusts <u>(4)</u> |
| Class A Common Stock | | 137,201 | I | | | By Trusts <u>(4)</u> |
| Common Stock | | 28,806 | I | | | By Trusts <u>(5)</u> |
| Class A Common Stock | | 8,465 | I | | | By Trusts <u>(5)</u> |
| 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 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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 | 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) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|---|--------------------------------------|--|--------------------------------|--|--|---|
|--|---|--------------------------------------|--|--------------------------------|--|--|---|

Edgar Filing: MENDELSON VICTOR H - Form 4

| Security | (Instr. 3, 4, and 5) | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
|---|----------------------|------------|---------|------------------|-----------------|------------|----------------------------|---------|
| | Code | V | (A) (D) | | | | | |
| Option (Right to purchase Common Stock) | \$ 10.9786 | 03/01/2019 | M | 381,470 | (7) | 09/13/2020 | Common Stock | 381,470 |
| Option (Right to purchase Common Stock) | \$ 15.9351 | | | | (7) | 09/12/2021 | Common Stock | 305,176 |
| Option (Right to purchase Common Stock) | \$ 21.4098 | | | | (7) | 06/10/2023 | Common Stock | 122,070 |
| Option (Right to purchase Common Stock) | \$ 29.6704 | | | | (7) | 06/08/2025 | Common Stock | 97,656 |
| Option (Right to purchase Common Stock) | \$ 24.9498 | | | | (7) | 12/14/2025 | Common Stock | 97,656 |
| Option (Right to purchase Common Stock) | \$ 44.9638 | | | | (7) | 03/17/2027 | Common Stock | 195,313 |
| Option (Right to purchase Common Stock) | \$ 70.656 | | | | (7) | 03/16/2028 | Common Stock | 125,000 |
| Option (Right to purchase Class A Common Stock) | \$ 15.4501 | | | | (7) | 06/10/2023 | Class A Common Stock | 122,070 |

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

/s/ Victor H.
Mendelson

03/05/2019

__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 March 1, 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).
- (7) These options are exercisable at 20% per year over five years from the date of grant.

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.