

MENDELSON VICTOR H
 Form 4
 March 20, 2018

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

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**

3. Date of Earliest Transaction
 (Month/Day/Year)
03/16/2018

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

(Street)
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

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 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		

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

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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Option (Right to purchase Common Stock)	\$ 13.7233								<u>(1)</u>	09/13/2020	Common Stock	305,176
Option (Right to purchase Common Stock)	\$ 19.9189								<u>(2)</u>	09/12/2021	Common Stock	244,141
Option (Right to purchase Common Stock)	\$ 26.7622								<u>(3)</u>	06/10/2023	Common Stock	97,656
Option (Right to purchase Common Stock)	\$ 37.088								<u>(4)</u>	06/08/2025	Common Stock	78,125
Option (Right to purchase Common Stock)	\$ 31.1872								<u>(5)</u>	12/14/2025	Common Stock	78,125
Option (Right to purchase Common Stock)	\$ 56.2048								<u>(6)</u>	03/17/2027	Common Stock	156,250
Option (Right to purchase Class A Common Stock)	\$ 19.3126								<u>(7)</u>	06/10/2023	Class A Common Stock	97,656
Option (Right to purchase Common Stock)	\$ 88.32	03/16/2018			A		100,000		<u>(8)</u>	03/16/2028	Common Stock	100,000

Stock)

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

03/20/2018

**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) The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate of 305,176 shares of Common Stock at an exercise price of \$13.7233 per share, as adjusted for stock splits and stock dividends. These Options became exercisable on various dates and expire on September 13, 2020.

(2) The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate of 244,141 shares of Common Stock at an exercise price of \$19.9189 per share, as adjusted for stock splits and stock dividends. These Options became exercisable on various dates and expire on September 12, 2021

(3) The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate of 97,656 shares of Common Stock at an exercise price of \$26.7622 per share, as adjusted for stock splits and stock dividends. These Options become exercisable on various dates and expire on June 10, 2023.

(4) The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate of 78,125 shares of Common Stock at an exercise price of \$37.088 per share, as adjusted for stock splits and stock dividends. These Options become exercisable on various dates and expire on June 8, 2025.

(5) The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate of 78,125 shares of Common Stock at an exercise price of \$31.1872 per share, as adjusted for stock splits and stock dividends. These Options become exercisable on various dates and expire on December, 14 2025.

(6) The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate of 156,250 shares of Common Stock at an exercise price of \$56.2048 per share, as adjusted for stock splits and stock dividends. These Options become exercisable on various dates and expire on March, 17 2027.

(7) The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate of 97,656 shares of Class A Common Stock at an exercise price of \$19.3126 per share, as adjusted for stock splits and stock dividends. These Options become exercisable on various dates and expire on June, 10 2023.

(8) These options become exercisable 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.

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