

MENDELSON VICTOR H
 Form 4
 October 19, 2011

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

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**
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/17/2011

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

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

(City) (State) (Zip)

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	10/17/2011		M		7,813 A \$ 7.4357	D	
Common Stock	10/17/2011		M		70,313 A \$ 7.5054	D	
Common Stock	10/17/2011		M		109,375 A \$ 5.0443	D	
Common Stock	10/17/2011		M		74,219 A \$ 5.0037	D	
Common Stock	10/17/2011		F		109,243 D \$ 53.48	D	

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Class A Common Stock		116,030	D	
Class A Common Stock		100,170	I	Owned by Corporation <u>(1)</u>
Common Stock		56,531	I	Owned by Partnership <u>(2)</u>
Common Stock		1,562	I	As custodian for minor children
Class A Common Stock		4,173	I	As custodian for minor children
Common Stock		27,606	I	By 401(k) <u>(3)</u>
Class A Common Stock		25,422	I	By 401(k) <u>(3)</u>

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (right to purchase common stock)	\$ 7.4357	10/17/2011		M	7,813	<u>(4)</u>	06/17/2012	Common Stock	7,813

Option (right to purchase common stock)	\$ 7.5054	10/17/2011	M	70,313	<u>(4)</u>	06/17/2012	Common Stock	70,313
Option (right to purchase common stock)	\$ 5.0443	10/17/2011	M	109,375	<u>(4)</u>	03/17/2013	Common Stock	109,375
Option (right to purchase common stock)	\$ 5.0037	10/17/2011	M	74,219	<u>(4)</u>	03/17/2013	Common Stock	74,219

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 10/18/2011

 **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 October 17, 2011.
- (4) Options became exercisable 20% per year over five years from date of grant.
- (5) In addition to these options, the Reporting Person owns directly options entitling the Reporting Person to purchase an aggregate of 381,250 shares of Common Stock and 39,064 shares of Class A Common Stock. These options become exercisable on various dates and have various expiration dates.

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.