

MENDELSON VICTOR H
Form 4
June 15, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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)
05/23/2012

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 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 (D) Price			
Common Stock	05/23/2012		G	V 1,195 D \$ 0	438,455 ⁽¹⁾	D	
Class A Common Stock	06/13/2012		M	976 D \$ 5.9486	148,402 ⁽¹⁾	D	
Class A Common Stock	06/13/2012		M	8,789 D \$ 6.0043	157,191	D	
Class A Common Stock	06/13/2012		F	4,722 D \$ 31.4599	152,469	D	

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Class A Common Stock	125,212	I	Owned by Corporation (2)
Common Stock	70,663	I	Owned by Partnership (3)
Common Stock	1,952 (4)	I	As custodian for minor children
Class A Common Stock	5,216 (4)	I	As custodian for minor children
Common Stock	34,634	I	By 401(k) (5)
Class A Common Stock	31,985	I	By 401(k) (5)

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 (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. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Option (right to purchase Class A Common Stock	\$ 5.9486	06/13/2012		M	976	06/17/2007	06/17/2012	Class A Common Stock	976

Option (right to purchase Class A Common Stock)	\$ 6.0043	06/13/2012	M	8,789	06/17/2007	06/17/2012	Class A Common Stock	8,789
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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 06/15/2012

**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) Amount of Securities beneficially owned by the Reporting Person includes 87,930 shares of Common Stock and 29,485 shares of Class A Common Stock acquired by the Reporting Person on April 25, 2012 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 Mendelson, the brother of the Reporting Person and includes 25,042 shares of Class A Common Stock acquired on April 25, 2012 upon receipt of shares distributed by Issuer pursuant to a 5 for 4 stock split.
 - (2) Represents shares owned by VHM Management Limited Partners, a partnership whose sole general partner is a corporation controlled by the Reporting Person and includes 14,132 shares of Class A Common Stock acquired on April 25, 2012 upon receipt of shares distributed by Issuer pursuant to a 5 for 4 stock split.
 - (3) Includes 390 shares of Common Stock and 1,043 shares of Class A Common Stock acquired on April 25, 2012 upon receipt of shares distributed by Issuer pursuant to a 5 for 4 stock split.
 - (4) Represents shares held for the benefit of the Reporting Person by the HEICO Corporation 401(k), based on a plan statement dated June 13, 2012.
 - (5) In addition, the Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate of 476,563 shares of Common Stock and 39,066 shares of Class A Common Stock, as adjusted for stock splits and stock dividends. These Options become exercisable on various dates and have various expiration dates
 - (6)

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.