

Walker Steven M
 Form 5
 December 12, 2018

FORM 5

**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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 Walker Steven M

2. Issuer Name and Ticker or Trading Symbol
 HEICO CORP [HEI, HEI.A]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Chief Accounting Officer

(Last) (First) (Middle)
 3000 TAFT STREET
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 10/31/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting (check applicable line)

HOLLYWOOD, FL 33021

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)	(A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Class A Common Stock	^	^	^	^	^	^	1,828 ⁽¹⁾	D	^
Common Stock	^	^	^	^	^	^	7,511 ⁽¹⁾	I	By 401(k) ⁽²⁾
Class A Common Stock	^	^	^	^	^	^	6,725 ⁽¹⁾	I	By 401(k) ⁽²⁾

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

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(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
Option (Right to purchase Class A Common Stock)	\$ 11.2565	Â	Â	Â	Â (A) Â (D) Â (3)	03/28/2021	Class A Common Stock	6,575
Option (Right to purchase Class A Common Stock)	\$ 12.6321	Â	Â	Â	Â (A) Â (D) Â (3)	09/14/2022	Class A Common Stock	12,208
Option (Right to purchase Class A Common Stock)	\$ 20.8855	Â	Â	Â	Â (A) Â (D) Â (3)	09/23/2023	Class A Common Stock	12,208
Option (Right to purchase Class A Common Stock)	\$ 24.9088	Â	Â	Â	Â (A) Â (D) Â (3)	06/08/2025	Class A Common Stock	9,766
Option (Right to purchase Class A Common Stock)	\$ 34.7392	Â	Â	Â	Â (A) Â (D) Â (3)	12/12/2026	Class A Common Stock	11,719

Stock)

Option
(Right to
purchase
Class A
Common
Stock)

\$ 62.68 ^

^

^

^

^

^ (3)

06/11/2028

Class A
Common
Stock 7,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Walker Steven M 3000 TAFT STREET HOLLYWOOD, FL 33021	^	^	^ Chief Accounting Officer	^

Signatures

/s/ Steven M.
Walker

12/12/2018

**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) All shares reflect the impact of a 5-for-4 stock split that was effected on June 28, 2018.
- (2) Represents shares held for the benefit of the Reporting Person by the HEICO Corporation 401(k) based on a plan statement dated October 31, 2018.
- (3) 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 provided 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.