

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
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1. Name and Address of Reporting Person* <u>MENDELSON LAURANS A</u> (Last) (First) (Middle) (Street) (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>HEICO CORP</u> [<u>HEI,HEILA</u>]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>CEO, COB and President</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/02/2003</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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	07/02/2003	07/02/2003	M		65,885	A	2.01	65,885 ⁽¹⁾	D	
Class A Common Stock	07/02/2003	07/02/2003	M		53,698	A	2.01	53,698 ⁽¹⁾	D	
Class A Common Stock	07/02/2003	07/02/2003	F		25,430	D	9.44	30,845 ⁽¹⁾	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Option (Right to Buy Common Stock)	2.01	07/02/2003	07/02/2003	M			65,885	12/17/1993	12/17/2003	Common Stock	65,885	\$0	\$0 ⁽²⁾	D	
Option (Right to Buy Class A Common Stock)	2.01	07/02/2003	07/02/2003	M			53,698	12/17/1993	12/17/2003	Class A Common Stock	53,698	\$0	\$0 ⁽²⁾	D	

Explanation of Responses:

1. In addition to the Securities reported herein, the Reporting Person owns indirectly 602,384 shares of Common Stock and 238,190 shares of Class A Common Stock owned by LAM Limited Partners, 279,058 shares of Common Stock and 71,147 shares of Class A Common Stock owned by LAM Alpha Limited Partners, 24,644 shares of Common Stock and 19,420 shares of Class A Common Stock held for the benefit of the Reporting Person by the HEICO Corporation 401(k) Plan (the Plan), including 176 shares of Common Stock and 143 shares of Class A Common Stock acquired upon receipt by the Plan of the Issuer's matching contribution for the Plan's Quarterly period ended June 30, 2003, and 45,441 shares of Common Stock and 14,408 shares of Class A Common Stock owned by the Laurans A. and Arlene H. Mendelson Charitable Foundation, Inc. (the Foundation), a non-profit Charitable Corporation. The Reporting Person disclaims beneficial ownership of securities held by the Foundation.

2. In addition to these options, the Reporting Person owns directly options entitling the Reporting Person to purchase an aggregate of 205,085 shares of Common Stock and 167,146 shares of Class A Common Stock. These options became exercisable on various dates and have various expiration dates.

Laurans A. Mendelson 07/02/2003
** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.