

☐ 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

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

OMB Number: 3235-0287

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1. Name and Address of Reporting Person * <u>Macau Carlos L</u>			2. Issuer Name and Ticker or Trading Symbol <u>HEICO CORP</u> [<u>HEI</u> , <u>HELA</u>]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <div>Director10% Owner</div> <div><input checked="" type="checkbox"/> Officer (give title below)Other (specify below)</div> <div><u>EVP-CFO & Treasurer</u></div>	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>03/17/2017</u>		6. Individual or Joint/Group Filing (Check Applicable Line) <div><input checked="" type="checkbox"/> Form filed by One Reporting Person</div> <div>Form filed by More than One Reporting Person</div>	
3000 TAFT STREET			4. If Amendment, Date of Original Filed (Month/Day/Year)			
(Street) <u>HOLLYWOOD FL 33021</u>						
(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			

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 purchase Class A Common Stock)	\$74.95	03/17/2017		A		50,000		(1)	03/17/2027	Class A Common Stock	50,000	\$0	50,000	D	
Option (Right to purchase Class A Common Stock)	\$48.65							(2)	06/08/2025	Class A Common Stock	25,000		25,000	D	
Option (Right to purchase Class A Common Stock)	\$30.176							(3)	06/10/2023	Class A Common Stock	31,250		31,250	D	
Option (Right to purchase Class A Common Stock)	\$43.36							(4)	12/14/2025	Class A Common Stock	25,000		25,000	D	
Option (Right to purchase Class A Common Stock)	\$25.024							(5)	06/18/2022	Class A Common Stock	15,625		15,625	D	
Option (Right to purchase Class A Common Stock)	\$25.008							(6)	06/01/2022	Class A Common Stock	62,500		62,500	D	

Explanation of Responses:

1. These Options become exercisable 20% per year over five years from the date of grant.
2. The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate of 25,000 shares of Common Stock at an exercise price of \$48.65 per share, as adjusted for stock splits and stock dividends. These Options become exercisable on various dates and expire on June 8, 2025.
3. The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate of 31,250 shares of Common Stock at an exercise price of \$30.176 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 25,000 shares of Common Stock at an exercise price of \$43.36 per share, as adjusted for stock splits and stock dividends. These Options become exercisable on various dates and expire on December 14, 2025.
5. The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate of 15,625 shares of Common Stock at an exercise price of \$25.024 per share, as adjusted for stock splits and stock dividends. These Options become exercisable on various dates and expire on June 18, 2022.

6. The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate of 62,500 shares of Common Stock at an exercise price of \$25.008 per share, as adjusted for stock splits and stock dividends. These Options become exercisable on various dates and expire on June 1, 2022.

Remarks:

/s/ Carlos L. Macau

** Signature of Reporting Person

03/20/2017

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.