

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

☐ 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

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>SCHRIESHEIM ALAN</u>			2. Issuer Name and Ticker or Trading Symbol <u>HEICO CORP [HEI, HEI.A]</u>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <u>10/31/2017</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	07/25/2017		G	300	D	\$0	1,863	D	
Class A Common Stock	07/25/2017		G	300	D	\$0	1,331	D	
Common Stock							5,718	I	By 409A Plan ⁽¹⁾
Class A Common Stock							4,107	I	By 409A Plan ⁽¹⁾
Class A Common Stock							6,712	I	By Estate ⁽²⁾

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)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Option (Right to purchase Common Stock)	\$0.5047						(3)	(3)	Common Stock	73,948		73,948	D	
Option (Right to purchase Common Stock)	\$0.8926						(4)	(4)	Common Stock	123,551		123,551	D	
Option (Right to purchase Class A Common Stock)	\$0.3803						(5)	(5)	Class A Common Stock	23,645		23,645	D	
Option (Right to purchase Class A Common Stock)	\$0.5047						(6)	(6)	Class A Common Stock	102,299		102,299	D	
Option (Right to purchase Class A Common Stock)	\$0.8926						(7)	(7)	Class A Common Stock	77,344		77,344	D	

Explanation of Responses:
1. Represents shares held for the Reporting Person by the HEICO Corporation Leadership Compensation Plan (409A Plan).

2. Represents shares held by the estate of deceased spouse.
3. The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate 73,948 shares of Common Stock at an exercise price of \$.5047 per share, as adjusted for stock splits and stock dividends. These options became exercisable on various dates and expire 180 days followed the date the Reporting Person ceases to serve as a Director of the Registrant.
4. The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate 123,551 shares of Common Stock at an exercise price of \$.8926 per share, as adjusted for stock splits and stock dividends. These options became exercisable on various dates and expire 180 days followed the date the Reporting Person ceases to serve as a Director of the Registrant.
5. The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate 23,645 shares of Class A Common Stock at an exercise price of \$.3803 per share, as adjusted for stock splits and stock dividends. These options became exercisable on various dates and expire 180 days followed the date the Reporting Person ceases to serve as a Director of the Registrant.
6. The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate 102,299 shares of Class A Common Stock at an exercise price of \$.5047 per share, as adjusted for stock splits and stock dividends. These options became exercisable on various dates and expire 180 days following the date the Reporting Person ceases to serve as a Director of the Registrant.
7. The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate 77,344 shares of Class A Common Stock at an exercise price of \$.8926 per share, as adjusted for stock splits and stock dividends. These options became exercisable on various dates and expire 180 days following the date the Reporting Person ceases to serve as a Director of the Registrant.

Remarks:

[/s/ Alan Schriesheim](#)[01/16/2018](#)

** Signature of Reporting PersonDate

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.