

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 VICTOR H</u> (Last) (First) (Middle) <u>825 BRICKELL BAY DRIVE</u> <u>16TH FLOOR</u> (Street) <u>MIAMI</u> <u>FL</u> <u>33131</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>HEICO CORP [HEI, HEI.A]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>06/28/2004</u> 4. If Amendment, Date of Original Filed (Month/Day/Year) <u>06/29/2004</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Executive Vice President</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 |
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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 | | | |
| Class A Common Stock | 06/29/2004 | | M | | 9,036 | A | \$1.46 | 16,104 | D | |
| Class A Common Stock | 06/29/2004 | | F | | 978 | D | \$13.5 | 15,126 | D | |
| Class A Common Stock | 06/28/2004 | | S | | 6,236 | D | \$13.5 | 8,890 | D | |
| Class A Common Stock | 06/29/2004 | | S | | 2,800 | D | \$13.5 | 6,090 | D | |
| Class A Common Stock | 06/28/2004 | | S | | 1,618 | D | \$13.5 | 0 | I | Owned by Partnership ⁽¹⁾ |
| Class A Common Stock | | | | | | | | 147,409 | I | Owned by Corporation ⁽²⁾ |
| Common Stock | | | | | | | | 83,055 | D | |
| Common Stock | | | | | | | | 157,282 | I | Owned by Corporation ⁽²⁾ |
| Common Stock | | | | | | | | 36,180 | I | Owned by Partnership ⁽¹⁾ |
| Common Stock | | | | | | | | 1,000 | I | As custodian for minor children |
| Class A Common Stock | | | | | | | | 810 | I | As custodian for minor children |
| Common Stock | | | | | | | | 15,726 | I | By 401(k) ⁽³⁾ |
| Class A Common Stock | | | | | | | | 15,050 | I | By 401(k) ⁽³⁾ |

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 | | Date Exercisable | Expiration Date | | | | | |
| Options (Right to purchase Class A Common Stock) | \$1.46 | 06/29/2004 | | M | | 9,036 | 12/16/1994 | 12/16/2004 | Class A Common Stock | 9,036 | \$0 | 0 | D |

Explanation of Responses:

- 1. Represents shares owned by VHM Management Limited Partners, a partnership whose sole general partner is a corporation controlled by the Reporting Person.
- 2. 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.
- 3. Represents shares held for the benefit of the Reporting Person by the HEICO Corporation 401(k), based on a plan statement dated June 23, 2004.

Remarks:

Victor H Mendelson

** Signature of Reporting Person

06/29/2004

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.