

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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

1. Name and Address of Reporting Person* <u>SCHRIESHEIM ALAN</u> (Last) (First) (Middle) <u>3000 TAFT STREET</u> (Street) <u>HOLLYWOOD FL 33021</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>05/24/2012</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	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) 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								2,482 ⁽¹⁾	D	
Common Stock	05/24/2012		M		5,000	A	\$0.7886	5,000	D	
Common Stock	05/24/2012		S		5,000	D	\$42.4249	0	D	
Class A Common Stock								4,296	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)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Option (Right to purchase Common Stock)	\$0.7886	05/24/2012		M		5,000	12/15/1985	(3)	Common Stock	5,000	\$0	55,112 ⁽³⁾⁽⁴⁾	D	

Explanation of Responses:

1. Includes 496 shares of Class A Common Stock acquired by the Reporting Person on April 25, 2012 upon receipt of shares distributed pursuant to a 5 for 4 stock split.
2. Represents shares held by the estate of deceased spouse and includes 859 shares of Class A Common Stock acquired by the Reporting Person on April 25, 2012 upon receipt of shares distributed pursuant to a 5 for 4 stock split.
3. Options expire 180 days following the date the Reporting Person ceases to serve as Director of the Registrant and have been adjusted for a 5 for 4 stock split distributed by the issuer April 2012.
4. In addition to these options, the Reporting Person owns directly options entitling the Reporting Person to purchase an aggregate of 79,073 shares of Common Stock and 163,666 shares of Class A Common Stock. These options become exercisable on various dates, expire 180 days following the date the Reporting Person ceases to serve as a Director of the Registrant and have been adjusted for a 5 for 4 stock split distributed by the Issuer April 2012.

Remarks:

Alan Schriesheim 05/25/2012
** 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.