

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES

PURSUANT TO SECTION 12(b) OR (g) OF THE

SECURITIES EXCHANGE ACT OF 1934

HEICO CORPORATION

(Exact name of registrant as specified in its charter)

FLORIDA
(State of Incorporation
or Organization)

65-0341002
(I.R.S. Employer
Identification No.)

3000 TAFT STREET, HOLLYWOOD, FLORIDA
(Address of Principal Executive Offices)

33021
(Zip Code)

Securities Act registration statement file number to which this form relates:
NONE

Securities to be registered pursuant to Section 12(b) of the Act (If applicable)

TITLE OF EACH CLASS TO BE SO REGISTERED -----	NAME OF EACH EXCHANGE ON WHICH EACH CLASS IS TO BE REGISTERED -----
CLASS A COMMON STOCK, \$0.01 PAR VALUE	AMERICAN STOCK EXCHANGE

Securities to be registered pursuant to Section 12(g) of the Act:

NONE

(TITLE OF CLASS)

Item 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.

The Company's authorized capital stock consists of 30,000,000 shares of Common Stock, 30,000,000 shares of Class A Common Stock; and 10,000,000 shares of Preferred Stock.

The rights of the Common Stock and the Class A Common Stock are identical except as otherwise described below.

VOTING. Each share of Common Stock is entitled to one vote per share, and (ii) each share of Class A Common Stock is entitled to one-tenth vote per share. Except as required by applicable law, holders of Common Stock and Class A Common Stock vote together, with each other, and not as separate classes, on all matters submitted to a vote of the shareholders. Neither the Common Stock nor the Class A Common Stock have cumulative voting rights.

DIVIDENDS AND DISTRIBUTIONS. Subject to the rights of the holders of the Company's Preferred Stock, the holders of Common Stock and Class A Common Stock are entitled to receive when, as and if declared by the Board, out of funds legally available therefor, dividends and other distributions payable in cash, property, stock (including shares of any class or series of the Company, whether or not shares of such class or series are already outstanding) or otherwise. Each share of Common Stock and each share of Class A Common Stock has identical rights with respect to dividends and distributions, subject to the following: (i) a common stock dividend payable with respect to the Company's Common Stock may be paid in Class A Common Stock or Common Stock or a combination of both; (ii) a common stock dividend payable with respect to the Company's Class A Common Stock may be paid in Class A Common Stock or Common Stock or a combination of both; (iii) whenever a dividend or distribution is payable in shares of Common Stock and/or Class A Common Stock, the number of shares payable per each share shall be equal in number; and (iv) a stock dividend payable with respect to Common Stock that is paid in shares of Common Stock will be considered to be identical to a stock dividend payable with respect to Class A Common Stock that is paid in a proportionate number of shares of Class A Common Stock. The Registrant's Board of Directors has the flexibility to determine appropriate dividend levels, if any, under the circumstances from

time to time.

CONVERTIBILITY. Neither the Common Stock nor the Class A Common Stock is convertible into another class of securities of the Company.

SPLITS OR COMBINATIONS. If the Company shall in any manner split, subdivide or combine the shares of outstanding Common Stock or Class A Common Stock, then the outstanding shares of the other such class shall be proportionately split, subdivided or combined in the same manner and on the same basis as the outstanding shares of the class that has been split, subdivided or combined.

MERGERS AND CONSOLIDATIONS. In the event of a merger, consolidation or combination of the Company with another entity (whether or not the Company is the surviving entity), the holders of Common Stock and Class A Common Stock will be entitled to receive the same per share consideration in that transaction, except that any common stock that holders of Common Stock and Class A Common Stock are entitled to receive in any such event may differ as to voting

rights and otherwise to the extent and only the extent that the Common Stock and the Class A Common Stock differ as set forth in Article III of the Registrant's Articles of Incorporation.

LIQUIDATION. In the event of liquidation, after payment of the debts and other liabilities of the Company and after making provision for the holders of Preferred Stock, if any, the remaining assets of the Company will be distributable ratably among the holders of the Common Stock and Class A Common Stock treated as a single class.

PREEMPTIVE RIGHTS. Neither the Common Stock nor the Class A Common Stock carry any preemptive rights enabling a holder to subscribe for or receive shares of the Company of any class or any other securities convertible into any class of the Company's stock.

Item 2. EXHIBITS.

1. Articles of Incorporation of the Registrant are incorporated by reference to Exhibit 3.1 to the Registrant's Registration Statement on Form S-4 (Registration No. 33-57624) Amendment No. 1 filed on March 19, 1993.*
2. Articles of Amendment of the Articles of Incorporation of the Registrant, dated April 27, 1993, are incorporated by reference to Exhibit 3.2 to the Registrant's Registration Statement on Form 8-B dated April 29, 1993.*
3. Articles of Amendment of the Articles of Incorporation of the Registrant, dated November 3, 1993, are incorporated by reference to Exhibit 3.3 to the Form 10-K for the year ended October 31, 1993.*
4. Articles of Amendment of the Articles of Incorporation of the Registrant, dated March 19, 1998, are incorporated by reference to Exhibit 3.4 to the Registrant's Registration Statement on Form S-3 (Registration No. 333-48439) filed on March 23, 1993.*
5. Bylaws of the Registrant are incorporated by reference to Exhibit 3.4 to the Form 10-K for the year ended October 31, 1996.*
6. Form of Class A Common Stock Certificate.

* Previously Filed

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereto duly authorized.

HEICO CORPORATION

By: /S/ VICTOR MENDELSON

Victor Mendelson

Vice President

Dated: April 7, 1998

EXHIBIT INDEX

EXHIBIT	DESCRIPTION
6	Stock Certificate

CLASS A
COMMON

[HEICO LOGO]

HEICO CORPORATION

THIS CERTIFICATE IS TRANSFERRABLE IN THE CITY OF NEW YORK OR RIDGEFIELD PARK, NJ

INCORPORATED UNDER THE LAWS
OF THE STATE OF FLORIDA

SEE REVERSE FOR CERTAIN DEFINITIONS
CUSIP

This Certifies that

is the record holder of

FULLY PAID AND NONASSESABLE SHARES OF CLASS A COMMON STOCK, \$.01 PAR VALUE OF

- -----HEICO CORPORATION-----

transferable on the books of the Corporation in person or by duly authorized
attorney upon surrender of this Certificate properly endorsed. This Certificate
is not valid unless countersigned and registered by the Tranfer Agent and
Registrar.

WITNESS the facismile seal of the Corporation and the facsimile signatures of
its duly authorized officers.

Date:

/s/ ELIZABETH R. LETENDRE

[SEAL]

/s/ LAURANS A. MENDELSON

Secretary

Chairman of the Board

COUNTERSIGNED AND REGISTERED

CHASEMELLON SHAREHOLDER SERVICES, L.L.C.

TRANSFER AGENT
AND REGISTRAR

BY

AUTHORIZED SIGNATURE

AMERICAN BANK NOTE COMPANY
680 BLAIR MILL ROAD
HORSHAM, PA 19044
(215) 557-3480

PRODUCTION COORDINATOR CHRISTINE SMITH: 278-830-2102
PROOF OF MARCH 25, 1998
HEICO
H 55924patch

SALES: A. HOBBS: 404-525-1488

OPERATOR

MT

/NET/BANKNOTE/HOME 57/HEICO/H55924

NEW

The following abbreviations when used in the inscription on the face of
this certificate, shall be construed as though they were written out in full
according to applicable laws or regulations.

TEN COM - as tenants in common	UNIF GIFT MIN ACT-	Custodian
TEN ENT = as tenants by the entireties		(Cust) (Minor)
UT TEN - as joint tenants with right of	under Uniform Gifts to Minors	
survivorship and not as tenants	Act. . .	
in common		(State)
COM PROP - as community property	UNIF TRF MIN ACT -	Custodian (until age _)
		(Cust)
		under Uniform Transfers
		(Minor)
		to Minors Act

Additional abbreviations may also be used though not in the above list

For Value Received, _____ hereby sell(s), assign(s) and transfer(s) unto

PLEASE INSERT SOCIAL SECURITY OR OTHER
IDENTIFYING NUMBER OF ASSIGNEE

- -----

- -----

- -----
(PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS, INCLUDING ZIP CODE OF ASSIGNEE)

- -----

- -----

- ----- shares
of the capital stock represented by the within Certificate, and do hereby
irrevocably constitute and appoint

- ----- Attorney
to transfer the said stock on the books of the within named Corporation with
full power of substitution in the premises.

Dated _____

X _____

X _____
NOTICE: THE SIGNATURE TO THIS ASSIGNMENT MUST CORRESPOND WITH THE
NAME(S) AS WRITTEN UPON THE FACE OF THE CERTIFICATE IN
EVERY PARTICULAR WITHOUT ALTERATION OR ENLARGEMENT OR ANY
CHANGE WHATSOEVER.

Signature(s) Guaranteed:

- -----

THE SIGNATURE(S) SHOULD BE GUARANTEED BY AN ELIGIBLE GUARANTOR INSTITUTION
(BANKS, STOCKBROKERS, SAVINGS AND LOAN ASSOCIATIONS AND CREDIT UNIONS WITH
MEMBERSHIP IN AN APPROVED SIGNATURE GUARANTEE MEDALLION PROGRAM), PURSUANT
TO S.E.C. RULE 17Ad-15.

This certificate also evidences and entitles the holder hereof to the
same number of Rights as the number of shares of Class A Common Stock
represented by this certificate, such Rights being on the terms provided under
the Rights Agreement between HEICO Corporation and SunTrust Bank, National
Association, ("Rights Agent"), dated as of November 2, 1993 (the "Rights
Agreement"), the terms of which are incorporated herein by reference and a copy
of which is on file at the principal executive offices of HEICO Corporation.
Under certain circumstances, as set forth in the Rights Agreement, such Rights
shall be evidenced by separate certificates and shall no longer be evidenced by
this certificate. HEICO Corporation shall mail to the registered holder of this
certificate a copy of the Rights Agreement without charge within five (5) days
after receipt of written request therefor. Under certain circumstances, as
provided in the Rights Agreement, Rights issued to or owned by Acquiring Persons
or their Affiliates or Associates (as defined in the Rights Agreement) in any
subsequent holder of such Rights shall be null and void.

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