

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	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person * <u>MEDELSON VICTOR H</u> (Last) (First) (Middle) <u>825 S. 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</u> [<u>HEI</u> , <u>HEI.A</u>] 3. Date of Earliest Transaction (Month/Day/Year) <u>12/09/2005</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 <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								147,409	I	Owned by Corporation ⁽¹⁾
Common Stock								157,282	I	Owned by Corporation ⁽¹⁾
Common Stock								36,180	I	Owned by Partnership ⁽²⁾
Common Stock								1,000	I	As custodian for minor children
Class A Common Stock								1,110	I	As custodian for minor children
Common Stock								16,288	I	By 401(k) ⁽³⁾
Class A Common Stock								15,379	I	By 401(k) ⁽³⁾
Class A Common Stock	12/09/2005		M		18,558	A	\$3.0525	24,648	D	
Class A Common Stock	12/09/2005		F		3,049	D	\$18.58	21,599	D	
Class A Common Stock	12/13/2005		M		1,496	A	\$3.0315	23,095	D	
Class A Common Stock	12/13/2005		M		12,781	A	\$3.0525	35,876	D	
Common Stock	12/09/2005		M		31,446	A	\$3.0525	114,501	D	
Common Stock	12/09/2005		M		1,499	A	\$3.0315	116,000	D	
Common Stock	12/09/2005		F		4,256	D	\$23.62	111,744	D	

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 Common Stock)	\$3.0525	12/09/2005		M			31,446	12/15/1995	12/15/2005	Common Stock	31,446	\$0	0	D	

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 Common Stock)	\$3.0315	12/09/2005		M			1,499	12/15/1995	12/15/2005	Common Stock	1,499	\$0	0	D	
Option (right to Purchase Class A Common Stock)	\$3.0525	12/09/2005		M			18,558	12/15/1995	12/15/2005	Class A Common Stock	18,558	\$0	12,781	D	
Option (right to Purchase Class A Common Stock)	\$3.0525	12/13/2005		M			12,781	12/15/1995	12/15/2005	Class A Common Stock	12,781	\$0	0	D	
Option (right to Purchase Class A Common Stock)	\$3.0315	12/13/2005		M			1,496	12/15/1995	12/15/2005	Class A Common Stock	1,496	\$0	0	D	

Explanation of Responses:

1. 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.
2. Represents shares owned by VHM Management Limited Partners, a partnership whose sole general partner is a corporation controlled by 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 December 12, 2005.

Remarks:

Victor H Mendelson 12/13/2005
 ** 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.