

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>IRWIN THOMAS S</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>02/27/2004</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Executive Vice President, CFO</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	02/27/2004		M		32,826	A	\$1.46	138,117 ⁽¹⁾	D	
Class A Common Stock	02/27/2004		F		3,781	D	\$12.7	134,336 ⁽¹⁾	D	
Class A Common Stock	02/27/2004		S		100,000	D	\$12.83	34,336 ⁽¹⁾	D	
Common Stock								201,596	D	
Class A Common Stock								32,093 ⁽²⁾	I	401(k) Plan
Common Stock								32,974 ⁽²⁾	I	401(k) Plan

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 Class A Common Stock)	\$1.46	02/27/2004		M		32,826	12/16/1994	12/16/2004	Class A Common Stock	32,826	\$0	0	D	

Explanation of Responses:

1. Includes an aggregate 27,896 shares of Class A Common Stock acquired by the Reporting Person on January 16, 2004, upon receipt of a ten percent (10%) stock dividend by the Issuer.
2. Represents shares held for the benefit of the Reporting Person by the HEICO Corporation 401(k) Plan, including shares of Common Stock and shares of Class A Common Stock acquired upon receipt by the Plan of the Issuer's matching contributions to the Plan. The acquisition of such shares by the Reporting Person are exempt under Rule 16b-3(c). The information in this report is based on a plan statement dated February 26, 2004.

Thomas S. Irwin

03/02/2004

** 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.