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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): March 1, 2004

HEICO CORPORATION

(Exact name of registrant as specified in its charter)

FLORIDA

1-4604

65-0341002

(State or other jurisdiction
of incorporation or
organization)

Commission
File Number

(I.R.S. Employer
Identification No.)

3000 TAFT STREET
HOLLYWOOD, FLORIDA

33021

(Address of principal executive offices)

(Zip code)

(954) 987-4000

(Registrant's telephone number, including area code)

N/A

(Former Name or Former Address, if Changed Since Last Report)

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ITEM 5. OTHER EVENTS.

On March 8, 2004, HEICO Corporation (the "Company") stated that, effective March 1, 2004, Samuel L. Higginbottom, a member of the Company's Board of Directors, ceased receiving and will no longer receive any consulting, advisory or other compensatory fee from the Company or any subsidiary thereof, other than Director's Fees in his capacity as a member of the Board of Directors and any Board Committee.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: March 8, 2004

HEICO CORPORATION
(Registrant)

/s/ Thomas S. Irwin

Thomas S. Irwin
Executive Vice President
and Chief Financial Officer
(Principal Financial and
Accounting Officer)