

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or  
Section 30(f) of the Investment Company Act of 1940

☐ Check box if no longer subject to Section 16. Form 4 or Form 5 obligations  
may continue. See Instruction 1(b).

1. Name and Address of Reporting Person\*

Mendelson	Eric	A.
(Last)	(First)	(Middle)
825 Brickell Bay Drive, 16th Floor		
(Street)		
Miami	Florida	33131
(City)	(State)	(Zip)

2. Issuer Name and Ticker or Trading Symbol

Heico Corporation "HEI" and "HEI.A"

3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

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4. Statement for Month/Year

02/26/2003

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person to Issuer  
(Check all applicable)

<input checked="" type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
<input checked="" type="checkbox"/> Officer (give title below)	<input type="checkbox"/> Other (specify below)

Executive Vice President

7. Individual or Joint/Group Filing (Check applicable line)

<input checked="" type="checkbox"/> Form filed by one Reporting Person
<input type="checkbox"/> Form filed by more than one Reporting Person

Table I -- Non-Derivative Securities Acquired, Disposed of,  
or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (mm/dd/yy)	3. Transaction Code (Instr. 8) ----- Code V	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- Amount (A) or (D) Price	5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)	6. Owner- ship Form: Direct (D) or Indirect (I) (Instr.4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	2/26/03(1)	T	105(1) A \$9.51(1)	18,702	I	401(k) Plan
Class A Common Stock				14,781	I	401(k) Plan
Common Stock				1,592	D	
Class A Common Stock				1,291	D	
Common Stock				850	I	(2)
Class A Common Stock				628	I	(2)

Common Stock	82,360	I	By EAM Mgt L.P.
Common Stock	157,282	I	By Mendelson Int'l Corp.
Class A Common Stock	119,713	I	By Mendelson Int'l Corp.

\* If the Form is filed by more than one Reporting Person, see Instruction 4(b)(v).  
 Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

(Print or Type Response)
 (Over)

FORM 4 (continued)

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. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (Month/ Day/ Year)	4. Trans- action Code (Instr. 8) ----- Code V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- (A) (D)	6. Date Exercisable and Expiration Date (Month/Day/Year) ----- Date Expira- tion Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares	8. Price of Deriv- ative Secur- ity (Instr. 5)	9. Number of Deriv- ative Secur- ities Bene- ficially Owned at End of Month (Instr. 4)	10. Owner- ship Form of Deriv- ative Secur- ity: Direct (D) or In- direct (I) (Instr. 4)	11. Nature of In- direct Bene- ficial Owner- ship (Instr. 4)
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Explanation of Responses:  
 (1) These shares were acquired pursuant to the Reporting Person's participation in the HEICO Corporation 401(k) Plan.  
 (2) Amount of Securities beneficially owned represents shares held by the Reporting Person as custodian for minor children.

/s/ Eric A. Mendelson
 02/28/2003  
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 \*\*Signature of Reporting Person
 Date

\*\* 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 provided is insufficient, see Instruction 6 for procedure.