

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)

###-##-####

4. Statement for Month/Year

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

10/10/2002

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

☒ Director	☐ 10% Owner
☒ Officer (give title below)	☐ Other (specify below)

Executive Vice President

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

☒ Form filed by one Reporting Person
☐ 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 Price (D)			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 Ownership (Instr. 4)
Common Stock	10/10/02(1)	T	112(3)	A	\$9.04(1)	18,597(3)	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 Owner- ship (Instr. 4)
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Explanation of Responses:

(1) These shares were acquired by the HEICO Corporation 401(k) Plan (the Plan) on October 10, 2002 at a per share cost of \$9.04 upon receipt by the Plan of the Issuer's matching contribution to the account of the Reporting Person for the Plan's quarterly period ended September 30, 2002.

(2) Amount of Securities beneficially owned represents shares held by the the Reporting Person as custodian for minor children.

(3) Amounts reported for the Securities have been corrected from those reported by the original Form 4 filing indicated.

/s/ Eric A. Mendelson 12/27/02

**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.