

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

HEICO CORPORATION
(Exact name of registrant as specified in its charter)

FLORIDA
(State or other jurisdiction of
incorporation or organization)

65-0341002
(I.R.S. Employer
Identification No.)

3000 TAFT STREET
HOLLYWOOD, FLORIDA 33021
(Address, including zip code, and telephone number, including area code,
of registrant's principal executive offices)

HEICO CORPORATION 1993 STOCK OPTION PLAN
(Full title of the Plan)

THOMAS S. IRWIN, EXECUTIVE VICE PRESIDENT
HEICO CORPORATION
3000 TAFT STREET
HOLLYWOOD, FLORIDA 33021
(954) 987-6101
(Name, address, including zip code, and telephone number,
including area code, of agent for service)

WITH A COPY TO:
STUART D. AMES, ESQ.
STEARNS WEAVER MILLER WEISSLER
ALHADEFF & SITTERSON, P.A.
150 WEST FLAGLER STREET, SUITE 2200
MIAMI, FLORIDA 33130
(305) 789-3540

CALCULATION OF REGISTRATION FEE

TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER SHARE (1)	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE(1)	AMOUNT OF REGISTRATION FEE
Common Stock, \$.01 par value	265,076 shares	\$22.94	\$6,080,843	\$1,842.68

(1) Estimated solely for purpose of calculating the registration fee pursuant to Rule 457(h) on the basis of the average of the high and low prices of the Common Stock as reported on the American Stock Exchange on April 28, 1997.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. INCORPORATION OF FORM S-8 REGISTRATION STATEMENT

The contents of the Registration Statement on Form S-8 (No. 33-62156) filed by HEICO Corporation (the "Company") with the Securities and Exchange Commission, dated May 5, 1993, with respect to the registration of shares of the Company's common stock, par value \$.01 per share, issuable pursuant to the HEICO Corporation 1993 Stock Option Plan, are incorporated herein by this reference.

Item 8. EXHIBITS

- 5 Opinion of Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A.
- 23.1 Consent of Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A.
(included as part of Exhibit 5 above).
- 23.2 Consent of Independent Certified Public Accountants.
- 24.1 Powers of Attorney (included as part of the Signature Page of this
Registration Statement).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and had duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Hollywood, State of Florida, on the 29th day of April, 1997.

HEICO CORPORATION

By: /s/ THOMAS S. IRWIN

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

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Laurans A. Mendelson and Thomas S. Irwin, and each of them, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments, including post-effective amendments, to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that each said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

SIGNATURE - - - - -	TITLE -----	DATE ----
PRINCIPAL EXECUTIVE OFFICER:		
/S/ LAURANS A. MENDELSON - - - - - Laurans A. Mendelson	Chairman of the Board, Chief Executive Officer, President and Director (Principal Executive Officer)	April 28, 1997
PRINCIPAL FINANCIAL AND ACCOUNTING OFFICER:		
/S/ THOMAS S. IRWIN - - - - - Thomas S. Irwin	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	April 28, 1997

SIGNATURE - - - - -	TITLE -----	DATE -----
/S/ JACOB T. CARWILE ----- Jacob T. Carwile	Director	April 28, 1997
/S/ SAMUEL L. HIGGINBOTTOM ----- Samuel L. Higginbottom	Director	April 28, 1997
/S/ PAUL F. MANIERI ----- Paul F. Manieri	Director	April 28, 1997
/S/ ERIC A. MENDELSON ----- Eric A. Mendelson	Director	April 28, 1997
/S/ VICTOR H. MENDELSON ----- Victor H. Mendelson	Director	April 28, 1997
/S/ ALBERT MORRISON, JR. ----- Albert Morrison, Jr.	Director	April 28, 1997
/S/ DR. ALAN SCHRIESHEIM ----- Dr. Alan Schriesheim	Director	April 28, 1997
/S/ GUY C. SHAFER ----- Guy C. Shafer	Director	April 28, 1997

INDEX TO EXHIBITS

EXHIBIT NO. - - - - -	DESCRIPTION - - - - -	SEQUENTIALLY NUMBERED PAGE - - - - -
5	Opinion of Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A.	
23.2	Consent of Independent Certified Public Accountants	

April 29, 1997

HEICO Corporation
3000 Taft Street
Hollywood, Florida 33021

Gentlemen:

We have acted as counsel for HEICO Corporation, a Florida corporation (the "Company"), with respect to the preparation and filing with the Securities and Exchange Commission of a Form S-8 Registration Statement (the "Registration Statement") in connection with the registration of 265,076 shares of the Company's common stock, par value \$.01 per share (the "Common Stock"), issuable pursuant to the HEICO Corporation 1993 Stock Option Plan (the "Plan"). In so acting, we have examined the originals or copies, certified or otherwise identified to our satisfaction, of such corporate records, agreements, documents and other instruments and such certificates or corporate documents of public officials, and of officers and representatives of the Company, and have made such inquiries of such officers and representatives of the Company, as we have deemed relevant and necessary as a basis for the opinion hereinafter set forth. We have examined the Registration Statement, including all exhibits thereto, as filed with the Securities and Exchange Commission, and the Articles of Incorporation and Bylaws of the Company, as amended. We have also examined and are familiar with the proceedings taken by the Company to authorize the issuance of the shares of the Common Stock pursuant to the Plan.

This opinion has been prepared and is to be construed in accordance with the Report on Standards For Florida Opinions dated April 8, 1991 issued by the Business Law Section of The Florida Bar (the "Report"). The Report is incorporated by reference into this opinion. In rendering the following opinion, we have made no assumptions other than those set forth in the Report.

HEICO Corporation
April 29, 1997
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Based upon our examination and consideration of the foregoing documents and information, and in reliance thereon, we are of the opinion that the 265,076 shares of Common Stock registered under the Registration Statement and issuable in accordance with the Plan will, if and when issued and delivered by the Company against payment of adequate consideration therefor in accordance with the Plan, be validly issued, fully paid and non-assessable.

We consent to the use of this opinion as an exhibit to the Registration Statement.

Very truly yours,

STEARNS WEAVER MILLER WEISSLER
ALHADEFF & SITTERSON, P.A.

INDEPENDENT AUDITORS' CONSENT

We consent to the incorporation by reference in this Registration Statement of HEICO Corporation on Form S-8 of our report dated December 27, 1996, appearing in the Annual Report on Form 10-K of HEICO Corporation for the year ended October 31, 1996.

/s/ Deloitte & Touche LLP

Certified Public Accountants
Miami, Florida

April 23, 1997