

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	Laurans	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

12/23/2002

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

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

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

CEO, Chairman of the Board and 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 (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				24,173(1)	I	401(k) Plan
Class A Common Stock				19,316(1)	I	401(k) Plan
Common Stock				602,384	I	By LAM L.P.
Class A Common Stock				238,190	I	By LAM L.P.
Common Stock	12/23/02	G(3) V	19,891(3) D -	279,058	I	By LAM Alpha L.P.
Class A Common Stock				71,147	I	By LAM Alpha L.P.
Common Stock				45,441	I	(2)

Class A Common Stock	14,408	I	(2)
Class A Common Stock	56,275	D	

* 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)	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 Expir- ation 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 direct Bene- ficial Owner- ship (Instr. 4)
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Explanation of Responses:

(1) Information reported herein is based on a HEICO Corporation 401(k) plan quarterly statement dated as of June 30, 2002 (latest provided to the Reporting Person).

(2) Securities are held by the Laurans A. and Arlene H. Mendelson Charitable Foundation, Inc., a non-profit Charitable Corporation, the holdings of which are attributable to the Reporting Person. The Reporting Person disclaims beneficial ownership of all securities held by the Charitable Foundation.

(3) Represents gift of 19,891 shares of Common Stock to the Laurans A. and Arlene H. Mendelson Charitable Foundation, Inc., a non-profit Charitable Corporation, the holdings of which are attributable to the Reporting Person.

/s/ Laurans A. Mendelson 12/23/02

**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.