

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of  
The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported) **December 31, 2009**

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**HEICO Corporation**

(Exact name of registrant as specified in its charter)

**Florida**  
(State or other jurisdiction  
of incorporation)

**1-4604**  
(Commission File Number)

**65-0341002**  
(IRS Employer Identification No.)

**3000 Taft Street, Hollywood, Florida**  
(Address of principal executive offices)

**33021**  
(Zip Code)

Registrant's telephone number, including area code: **(954) 987-4000**

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(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.**

HEICO Corporation (the "Company") regrets to report the death of one of its directors, Albert Morrison, Jr., who passed away on December 31, 2009. Mr. Morrison served on the Company's Board of Directors since December 1989, where he chaired the Finance/Audit Committee. Director Frank J. Schwitter, who served as co-Chairman of the Finance/Audit Committee, now serves as sole Chairman of the Committee.

A copy of the Company's press release reporting the passing of Mr. Morrison is attached hereto as Exhibit 99.1 and is incorporated by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

99.1 Press Release of the Company, dated January 4, 2010.

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**SIGNATURE**

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

**HEICO Corporation**

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(Registrant)

January 4, 2010

/s/ THOMAS S. IRWIN

(Date)

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

## EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
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99.1	Press Release of the Company, dated January 4, 2010.
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## **HEICO Mourns Passing of Director Albert Morrison, Jr**

MIAMI, Jan. 4, 2010 (GLOBE NEWSWIRE) -- HEICO Corporation (NYSE:HEI.A) (NYSE:HEI) today reported that Albert Morrison, Jr., a member of the Company's Board of Directors, passed away on December 31, 2009. Mr. Morrison was 72 years old.

Albert Morrison served on HEICO's Board since December 1989, where he chaired the Finance/Audit Committee. Director Frank J. Schwitter, who was named co-Chairman of the Finance/Audit Committee last month, now serves as sole Chairman of the Committee.

Following Mr. Morrison's passing, the Company's Board consists of 9 members, 6 of whom are considered "independent" or "outside" directors under applicable New York Stock Exchange rules.

Laurans A. Mendelson, HEICO's Chairman and Chief Executive Officer, commented, "Al Morrison will be sorely missed. He was an important personal advisor to me and numerous others, as well as a true friend to HEICO. As co-founder of Florida's largest independent public accounting firm, Morrison Brown Argiz & Farra, LLP, Al offered great insight into many issues and his wise counsel will be sorely missed by many people."

Mr. Mendelson added, "Al was a true 'family man' and, on behalf of all of HEICO's Directors and Team Members, we offer our deepest condolences to his wife of nearly 52 years, Joan Morrison, their 3 children and 6 grandchildren."

HEICO Corporation is engaged primarily in certain niche segments of the aviation, defense, space and electronics industries through its Hollywood, FL-based HEICO Aerospace Holdings Corp. subsidiary and its Miami, FL-based HEICO Electronic Technologies Corp. subsidiary. HEICO's customers include a majority of the world's airlines and airmotives as well as numerous defense and space contractors and military agencies worldwide in addition to medical, telecommunication and electronic equipment manufacturers. For more information about HEICO, please visit our web site at <http://www.heico.com>.

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