

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>MENDELSON VICTOR H</u> (Last) (First) (Middle) <u>825 BRICKELL BAY DRIVE, SUITE 1644</u> (Street) <u>MIAMI</u> <u>FL</u> <u>33131</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>HEICO CORP [HEI, HEI.A]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>05/23/2012</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Co-President</u> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/23/2012		G	V	1,195	D	\$0	438,455 ⁽¹⁾	D	
Class A Common Stock	06/13/2012		M		976	D	\$5.9486	148,402 ⁽¹⁾	D	
Class A Common Stock	06/13/2012		M		8,789	D	\$6.0043	157,191	D	
Class A Common Stock	06/13/2012		F		4,722	D	\$31.4599	152,469	D	
Class A Common Stock								125,212	I	Owned by Corporation ⁽²⁾
Common Stock								70,663	I	Owned by Partnership ⁽³⁾
Common Stock								1,952 ⁽⁴⁾	I	As custodian for minor children
Class A Common Stock								5,216 ⁽⁴⁾	I	As custodian for minor children
Common Stock								34,634	I	By 401(k) ⁽⁵⁾
Class A Common Stock								31,985	I	By 401(k) ⁽⁵⁾

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. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Option (right to purchase Class A Common Stock	\$5.9486	06/13/2012		M			976	06/17/2007	06/17/2012	Class A Common Stock	976	\$0	0 ⁽⁶⁾	D	
Option (right to purchase Class A Common Stock)	\$6.0043	06/13/2012		M			8,789	06/17/2007	06/17/2012	Class A Common Stock	8,789	\$0	0 ⁽⁶⁾	D	

Explanation of Responses:

1. Amount of Securities beneficially owned by the Reporting Person includes 87,930 shares of Common Stock and 29,485 shares of Class A Common Stock acquired by the Reporting Person on April 25, 2012 upon receipt of shares distributed by the Issuer pursuant to a 5 for 4 stock split.
2. Represents shares owned by Mendelson International Corporation whose stock is owned solely by the Reporting Person and Eric Mendelson, the brother of the Reporting Person and includes 25,042 shares

of Class A Common Stock acquired on April 25, 2012 upon receipt of shares distributed by Issuer pursuant to a 5 for 4 stock split.

3. Represents shares owned by VHM Management Limited Partners, a partnership whose sole general partner is a corporation controlled by the Reporting Person and includes 14,132 shares of Class A Common Stock acquired on April 25, 2012 upon receipt of shares distributed by Issuer pursuant to a 5 for 4 stock split.

4. Includes 390 shares of Common Stock and 1,043 shares of Class A Common Stock acquired on April 25, 2012 upon receipt of shares distributed by Issuer pursuant to a 5 for 4 stock split.

5. Represents shares held for the benefit of the Reporting Person by the HEICO Corporation 401(k), based on a plan statement dated June 13, 2012.

6. In addition, the Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate of 476,563 shares of Common Stock and 39,066 shares of Class A Common Stock, as adjusted for stock splits and stock dividends. These Options become exercisable on various dates and have various expiration dates

Remarks:

[Victor H. Mendelson](#)[06/15/2012](#)

** Signature of Reporting PersonDate

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** 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 is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.