

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 | |
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| 1. Name and Address of Reporting Person* <u>Walker Steven M</u> (Last) (First) (Middle) <u>3000 TAFT STREET</u> (Street) <u>HOLLYWOOD FL 33021</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>06/11/2018</u> 4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Accounting Officer</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 | | | |
| Class A Common Stock | | | | | | | | 1,463 ⁽¹⁾ | D | |
| Common Stock | | | | | | | | 5,980 ⁽¹⁾ | I | By 401(k) ⁽²⁾ |
| Class A Common Stock | | | | | | | | 5,350 ⁽¹⁾ | I | By 401(k) ⁽²⁾ |

| 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) | \$14.0706 | | | | | | | (3) | 03/28/2021 | Class A Common Stock | 5,260 | | 5,260 ⁽¹⁾ | D | |
| Option (Right to purchase Class A Common Stock) | \$15.7901 | | | | | | | (3) | 09/14/2022 | Class A Common Stock | 9,766 | | 9,766 ⁽¹⁾ | D | |
| Option (Right to purchase Class A Common Stock) | \$26.1069 | | | | | | | (3) | 09/23/2023 | Class A Common Stock | 9,766 | | 9,766 ⁽¹⁾ | D | |
| Option (Right to purchase Class A Common Stock) | \$31.136 | | | | | | | (3) | 06/08/2025 | Class A Common Stock | 7,813 | | 7,813 ⁽¹⁾ | D | |
| Option (Right to purchase Class A Common Stock) | \$43.424 | | | | | | | (3) | 12/12/2026 | Class A Common Stock | 9,375 | | 9,375 ⁽¹⁾ | D | |
| Option (Right to purchase Class A Common Stock) | \$78.35 | 06/11/2018 | | A | | 6,000 | | (3) | 06/11/2028 | Class A Common Stock | 6,000 | \$0 | 6,000 | D | |

Explanation of Responses:

- 1. All shares reflect the impact of a 5-for-4 stock split that was effected on January 18, 2018.
- 2. Represents shares held for the benefit of the Reporting Person by the HEICO Corporation 401(k) based on a plan statement dated June 7, 2018.
- 3. These Options become exercisable 20% per year over five years from the date of Grant.

Remarks:

/s/ Steven M. Walker

06/13/2018

** Signature of Reporting Person

Date

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.