

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*

Irwin	Thomas	S.
(Last)	(First)	(Middle)
1782 Bay Drive		
(Street)		
Pompano Beach	Florida	33062
(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

04/23/2003

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)

Executive Vice President, Chief Financial Officer

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)			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)
			Amount	(A) or (D)	Price			
Common Stock						32,399	I	401(k) Plan
Class A Common Stock						25,696	I	401(k) Plan
Common Stock	4/23/03	M	31,994	A	\$1.20	168,653	D	
Class A Common Stock	4/23/03	M	26,075	A	\$1.20	70,565	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)

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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) ----- Code V	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 Exer- cisable 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 In- direct Bene- ficial Owner- ship (Instr. 4)		

Option (Right to Buy Common Stock)	\$1.20	4/23/03	M	-- 31,994	4/27/98 4/27/03	Common Stock 31,994	--	(1)	--			

Option (Right to Buy Class A Common Stock)	\$1.20	4/23/03	M	-- 26,075	4/27/98 4/27/03	Class A Common Stock 26,075	--	(1)	--			

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Explanation of Responses:
(1) In addition to these options, the Reporting Person owns directly options entitling the Reporting Person to purchase an aggregate of 315,749 shares of Common Stock and 119,245 shares of Class A Common Stock. These options become exercisable on various dates and have various expiration dates.

/s/ Thomas S. Irwin	04/24/2003
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**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.