UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Quarterly Period Ended April 30, 2005 or

[ ] TRANSACTION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from ______ to _______

Commission file number 1-4604

HEICO CORPORATION
(Exact name of registrant as specified in its charter)

Florida	65-0341002
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
3000 Taft Street, Hollywood, Florida	33021
(Address of principal executive offices)	(Zip Code)

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes [X] No [ ]

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act).

Yes [X] No [ ]

The number of shares outstanding of each of the registrant's classes of common stock as of May 31, 2005:

Common Stock, $.01 par value	9,989,670 shares
Class A Common Stock, $.01 par value	14,481,580 shares

HEICO CORPORATION

INDEX TO QUARTERLY REPORT ON FORM 10-Q

PART I. ITEM 1. FINANCIAL INFORMATION
HEICO CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS - UNAUDITED

	APRIL 30, 2005	OCTOBER 31, 2004
ASSETS		
Current assets:		
Cash and cash equivalents	$ 2,449,000	$ 214,000
Accounts receivable, net	42,892,000	36,798,000
Inventories	54,470,000	48,020,000
Prepaid expenses and other current assets	3,460,000	3,208,000
Deferred income taxes	6,214,000	5,672,000
Total current assets	109,485,000	93,912,000
Property, plant and equipment, net	40,614,000	40,558,000
Goodwill	232,303,000	216,674,000
Other assets	10,920,000	13,111,000
Total assets	$ 393,322,000	$ 364,255,000
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Current maturities of long-term debt	$ 58,000	$ 58,000
Trade accounts payable	8,758,000	7,969,000
Accrued expenses and other current liabilities	22,627,000	20,244,000
Income taxes payable	3,035,000	3,771,000
Total current liabilities	34,478,000	32,042,000
Long-term debt, net of current maturities	27,042,000	18,071,000
Deferred income taxes	18,155,000	16,262,000
Other non-current liabilities	6,573,000	5,834,000
Total liabilities	86,248,000	72,209,000
Minority interests in consolidated subsidiaries	46,759,000	44,644,000
Commitments and contingencies (Note 11)		
Shareholders' equity:		
Preferred Stock, $.01 par value per share; 10,000,000 shares authorized; 300,000 shares designated as Series B Junior Participating Preferred Stock and 300,000 shares designated as Series C Junior Participating Preferred Stock; none issued	--	--
Common Stock, $.01 par value per share; 30,000,000 shares authorized; 9,985,370 and 9,898,451 shares issued and outstanding, respectively	100,000	99,000
Class A Common Stock, $.01 par value per share; 30,000,000 shares authorized; 14,471,680 and 14,325,304 shares issued and outstanding, respectively	145,000	143,000
Capital in excess of par value	191,330,000	187,950,000
Retained earnings	68,740,000	59,210,000
Total shareholders' equity	260,315,000	247,402,000
Total liabilities and shareholders' equity	$ 393,322,000	$ 364,255,000

The accompanying notes are an integral part of these condensed consolidated financial statements.

HEICO CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS - UNAUDITED

	SIX MONTHS ENDED APRIL 30,		THREE MONTHS ENDED APRIL 30,	
	2005	2004	2005	2004
Net sales	$ 123,954,000	$ 98,944,000	$ 66,973,000	$ 52,793,000
Operating costs and expenses:				
Cost of sales	78,629,000	64,694,000	41,928,000	34,079,000
Selling, general and administrative expenses	25,231,000	19,505,000	13,612,000	10,542,000
Total operating costs and expenses	103,860,000	84,199,000	55,540,000	44,621,000
Operating income	20,094,000	14,745,000	11,433,000	8,172,000
Interest expense	(533,000)	(632,000)	(300,000)	(301,000)
Interest and other income	80,000	2,000	44,000	4,000
Income before income taxes and minority interests	19,641,000	14,115,000	11,177,000	7,875,000
Income tax expense	7,136,000	4,856,000	4,213,000	2,701,000
Income before minority interests	12,505,000	9,259,000	6,964,000	5,174,000
Minority interests' share of income	2,364,000	1,910,000	1,251,000	1,066,000
Net income	$ 10,141,000	$ 7,349,000	$ 5,713,000	$ 4,108,000
Net income per share:				
Basic	$ .42	$ .31	$ .23	$ .17
Diluted	$ .39	$ .29	$ .22	$ .16
Weighted average number of common shares outstanding:				
Basic	24,387,667	23,896,675	24,446,997	24,048,105
Diluted	26,236,782	25,687,039	26,259,988	25,741,078
Cash dividend per share	$ .025	$ .025	$ --	$ --

The accompanying notes are an integral part of these condensed consolidated financial statements.

HEICO CORPORATION AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS - UNAUDITED

	SIX MONTHS ENDED APRIL 30,	
	2005	2004
Operating Activities:		
Net income	$ 10,141,000	$ 7,349,000
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	3,503,000	3,415,000
Deferred income tax provision	1,351,000	1,716,000
Minority interests' share of income	2,364,000	1,910,000
Tax benefit from stock option exercises	2,580,000	1,258,000
Changes in assets and liabilities, net of acquisitions:		
Increase in accounts receivable	(3,989,000)	(1,198,000)
(Increase) decrease in inventories	(4,471,000)	2,418,000
Increase in prepaid expenses and other current assets	(237,000)	(439,000)
Increase (decrease) in trade accounts payables, accrued expenses and other current liabilities	790,000	(522,000)
(Decrease) increase in income taxes payable	(736,000)	1,135,000
Other	203,000	(297,000)
Net cash provided by operating activities	11,499,000	16,745,000
Investing Activities:		
Acquisitions and related costs, net of cash acquired	(18,419,000)	(27,581,000)
Capital expenditures	(3,029,000)	(2,589,000)
Proceeds from sale of building held for sale	3,520,000	--
Other	(251,000)	(371,000)
Net cash used in investing activities	(18,179,000)	(30,541,000)
Financing Activities:		
Borrowings on revolving credit facility	22,000,000	27,000,000
Payments on revolving credit facility	(13,000,000)	(15,000,000)
Cash dividend paid	(610,000)	(596,000)
Proceeds from stock option exercises	801,000	684,000
Other	(276,000)	832,000
Net cash provided by financing activities	8,915,000	12,920,000
Net increase (decrease) in cash and cash equivalents	2,235,000	(876,000)
Cash and cash equivalents at beginning of year	214,000	4,321,000
Cash and cash equivalents at end of period	$ 2,449,000	$ 3,445,000

The accompanying notes are an integral part of these condensed consolidated financial statements.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

BASIS OF PRESENTATION

The accompanying unaudited condensed consolidated financial statements of HEICO Corporation and its subsidiaries (the "Company") have been prepared in conformity with accounting principles generally accepted in the United States of America for interim financial information and in accordance with the instructions to Form 10-Q. Therefore, the condensed consolidated financial statements do not include all information and footnotes normally included in annual consolidated financial statements and should be read in conjunction with the consolidated financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the year ended October 31, 2004. The October 31, 2004 Condensed Consolidated Balance Sheet has been derived from the Company's audited consolidated financial statements. In the opinion of management, the unaudited condensed consolidated financial statements contain all adjustments (consisting of only normal recurring accruals) necessary for a fair presentation of the condensed consolidated balance sheets, statements of operations and statements of cash flows for such interim periods presented. The results of operations for the six months ended April 30, 2005 are not necessarily indicative of the results which may be expected for the entire fiscal year.

STOCK BASED COMPENSATION

The Company currently accounts for stock-based employee compensation using the intrinsic value method (see "New Accounting Pronouncements" below for a discussion of a recently issued pronouncement on the accounting for share-based payments, which is effective as of the Company's first quarter of fiscal 2006). Accordingly, compensation expense has been recorded in the accompanying condensed consolidated financial statements for any stock options granted below the fair market value of the underlying stock as of the date of grant. The following table illustrates the pro forma effects on net income and net income per share as if the Company had applied the fair-value recognition provisions (an alternative method) to stock-based employee compensation. The fair value of each option grant is estimated as of the date of grant using the Black-Scholes option-pricing model.

	SIX MONTHS ENDED APRIL 30,		THREE MONTHS ENDED APRIL 30,	
	2005	2004	2005	2004
Net income, as reported	$ 10,141,000	$ 7,349,000	$ 5,713,000	$ 4,108,000
Add: Stock-based employee compensation expense included in reported net income, net of tax	1,000	1,000	1,000	1,000
Deduct: Stock-based employee compensation expense determined under a fair-value method, net of tax	(622,000)	(777,000)	(298,000)	(391,000)
Pro forma net income	$ 9,520,000	$ 6,573,000	$ 5,416,000	$ 3,718,000
Net income per share:				
Basic - as reported	$ .42	$ .31	$ .23	$ .17
Basic - pro forma	$ .39	$ .28	$ .22	$ .15
Diluted - as reported	$ .39	$ .29	$ .22	$ .16
Diluted - pro forma	$ .36	$ .26	$ .21	$ .14

NEW ACCOUNTING PRONOUNCEMENTS

In November 2004, the Financial Accounting Standards Board ("FASB") issued Statement of Financial Accounting Standards No. 151 ("SFAS No. 151"), "Inventory Costs, an amendment of ARB No. 43, Chapter 4". SFAS No. 151 requires the allocation of fixed production overhead costs be based on the normal capacity of the production facilities and unallocated overhead costs recognized as an expense in the period incurred. The Statement also clarifies that abnormal inventory costs such as costs of idle facilities, excess freight and handling costs, and wasted materials (spoilage) are required to be recognized as current period charges. The provisions of SFAS No. 151 are effective for fiscal years beginning after June 15, 2005. The Company is currently evaluating the provisions of SFAS No. 151, but does not currently believe the adoption of the Statement will have a material effect on its results of operations or financial position.

In December 2004, the FASB issued SFAS No. 123(R), "Share-Based Payment". This Statement revises FASB Statement No. 123, "Accounting for Stock-Based Compensation," and supersedes APB Opinion No. 25, "Accounting for Stock Issued to Employees". In March 2005, the Securities and Exchange Commission issued Staff Accounting Bulletin No. 107 ("SAB 107") to provide public companies with its interpretive guidance in applying the provisions of SFAS No. 123(R). SFAS No. 123(R) focuses primarily on the accounting for transactions in which an entity obtains employee services in share-based payment transactions. SFAS No. 123(R) requires companies to recognize in the statement of operations the cost of employee services received in exchange for awards of equity instruments based on the grant-date fair value of those awards (with limited exceptions). This Statement is effective for fiscal years beginning after June 15, 2005; therefore, the Company plans to adopt the new requirements in its first quarter of fiscal 2006. The Company is currently evaluating the provisions of SFAS No. 123(R) and guidance in SAB 107 and has not yet determined the impact that SFAS No. 123(R) and SAB 107 will have on its results of operations or financial position.

In December 2004, the FASB issued Staff Position No. FAS 109-1 ("FSP FAS No. 109-1"), "Application of FASB Statement No. 109, Accounting for Income Taxes, to the Tax Deduction on Qualified Production Activities Provided by the American Jobs Creation Act of 2004". FSP FAS No. 109-1 states that qualified production activities should be accounted for as a special deduction under SFAS No. 109 and not be treated as a rate reduction. Accordingly, the special deduction has no effect on the Company's deferred tax assets and liabilities existing as of the enactment date. The Company is currently evaluating the impact of the American Jobs Creation Act of 2004, which will allow the Company to claim a deduction from taxable income attributable to qualified domestic production activities beginning in fiscal 2006.

In December 2004, the FASB issued SFAS No. 153, "Exchanges of Nonmonetary Assets, an amendment of APB Opinion No. 29". SFAS No. 153 is based on the principle that exchanges of nonmonetary assets should be measured based on the fair value of the assets exchanged. The Statement eliminates the exception of nonmonetary exchanges of similar productive assets and replaces it with a general exception for exchanges of nonmonetary assets that do not have commercial substance (i.e. the future cash flows of the entity are not expected to change significantly as a result of the exchange). The provisions of SFAS No. 153 are effective as of the first reporting period beginning after June 15, 2005. The Company does not expect the adoption of SFAS No. 153 to have a material effect on its results of operations or financial position.

2. ACQUISITIONS

In December 2004, the Company, through its HEICO Electronic Technologies Corp. subsidiary, acquired substantially all of the assets and assumed certain liabilities of Connectronics, Corp. and its affiliate, Wiremax, Ltd. (collectively "Connectronics"). The results of operations of Connectronics were included in the Company's results of operations effective December 2004. Subject to meeting certain earnings objectives during the first four years following the acquisition, the Company may be obligated to pay additional consideration of up to $3.8 million in the aggregate. Connectronics is engaged in the production of specialty high voltage interconnection devices and wire primarily for defense applications and other markets.

In February 2005, the Company, through its HEICO Electronic Technologies Corp. subsidiary, acquired substantially all of the assets and assumed certain liabilities of Lumina Power, Inc. ("Lumina"). The results of operations of Lumina were included in the Company's results of operations effective February 2005. Subject to meeting certain product line-related earnings objectives during the fourth and fifth years following the acquisition, the Company may be obligated to pay additional consideration after the fifth year, which is currently estimated to total up to $2.3 million. Lumina is engaged in the design and manufacture of power supplies for the laser industry.

The acquisitions of Connectronics and Lumina were accounted for using the purchase method of accounting. The purchase price of each acquisition was paid in cash using proceeds from the Company's revolving credit facility and was not significant to the Company's consolidated financial statements. The Company's pro forma consolidated operating results assuming Connectronics and Lumina had been acquired as of the beginning of fiscal 2005 would not have been materially different from the reported results. The allocation of the purchase price of each acquisition to the tangible and identifiable intangible assets acquired and liabilities assumed in these condensed consolidated financial statements is preliminary until the Company obtains final information regarding their fair values.

3. SELECTED FINANCIAL STATEMENT INFORMATION

ACCOUNTS RECEIVABLE

	APRIL 30, 2005	OCTOBER 31, 2004
Accounts receivable	$ 43,724,000	$ 37,380,000
Less: Allowance for doubtful accounts	(832,000)	(582,000)
Accounts receivable, net	$ 42,892,000	$ 36,798,000

COSTS AND ESTIMATED EARNINGS ON UNCOMPLETED PERCENTAGE-OF-COMPLETION CONTRACTS

	APRIL 30, 2005	OCTOBER 31, 2004
Costs incurred on uncompleted contracts	$ 14,128,000	$ 14,798,000
Estimated earnings	7,268,000	8,686,000
	21,396,000	23,484,000
Less: Billings to date	(16,791,000)	(19,663,000)
	$ 4,605,000	$ 3,821,000
Included in accompanying condensed consolidated balance sheets under the following captions:		
Accounts receivable, net (costs and estimated earnings in excess of billings)	$ 4,883,000	$ 4,612,000
Accrued expenses and other current liabilities (billings in excess of costs and estimated earnings)	(278,000)	(791,000)
	$ 4,605,000	$ 3,821,000

Changes in prior estimates did not have a material effect on net income or diluted net income per share in the six months and three months ended April 30, 2005 and 2004.

INVENTORIES

	APRIL 30, 2005	OCTOBER 31, 2004
Finished products	$ 20,936,000	$ 19,838,000
Work in process	11,241,000	9,597,000
Materials, parts, assemblies and supplies	22,293,000	18,585,000
Total inventories	$ 54,470,000	$ 48,020,000

Inventories related to long-term contracts were not significant as of April 30, 2005 and October 31, 2004.

During the second quarter of fiscal 2005, the Company reclassified certain inventory (with a carrying value of $4.5 million) within one of its repair and overhaul subsidiaries from Finished Products to Materials, Parts, Assemblies and Supplies based on a review of how the inventory is utilized in its operations. Inventory balances as of October 31, 2004 (also with a carrying value of $4.5 million) have been reclassified to conform to the current year presentation.

PROPERTY, PLANT AND EQUIPMENT

	APRIL 30, 2005	OCTOBER 31, 2004
Land	$ 2,157,000	$ 2,157,000
Buildings and improvements	20,272,000	20,007,000
Machinery, equipment and tooling	55,501,000	55,869,000
Construction in progress	2,971,000	2,239,000
	80,901,000	80,272,000
Less: Accumulated depreciation and amortization	(40,287,000)	(39,714,000)
Property, plant and equipment, net	$ 40,614,000	$ 40,558,000

In January 2005, the Company received proceeds of $3,520,000 from the sale of a vacated building and associated land previously classified as held for sale. The $3,468,000 carrying value of the property was included within other assets in the Company's Consolidated Balance Sheet as of October 31, 2004.

4. GOODWILL AND OTHER INTANGIBLE ASSETS

The Company has two operating segments: the Flight Support Group (FSG) and the Electronic Technologies Group (ETG). Changes in the carrying amount of goodwill by operating segment for the six months ended April 30, 2005 are as follows:

	SEGMENT		CONSOLIDATED
	FSG	ETG	TOTALS
Balances as of October 31, 2004	$ 120,288,000	$ 96,386,000	$ 216,674,000
Goodwill acquired during the period	--	15,036,000	15,036,000
Adjustments to goodwill	593,000	--	593,000
Balances as of April 30, 2005	$ 120,881,000	$ 111,422,000	$ 232,303,000

The goodwill acquired during the period is a result of the acquisitions described in Note 2, Acquisitions. Adjustments to goodwill consist primarily of contingent purchase price payments to previous owners of acquired businesses.

Other intangible assets are recorded within other assets in the Company's Condensed Consolidated Balance Sheets. Other intangible assets subject to amortization consist primarily of non-compete agreements, licenses, and patents. The gross carrying amount and accumulated amortization of other intangible assets was $2,489,000 and $367,000, respectively, as of April 30, 2005. Amortization expense of other intangible assets for the six months and three months ended April 30, 2005 was $118,000 and $76,000 respectively. Amortization expense of other intangible assets for the fiscal year ending October 31, 2005 is estimated to be $258,000. Amortization expense for each of the next five fiscal years is estimated to be $266,000 in fiscal 2006, $266,000 in fiscal 2007, $266,000 in fiscal 2008, $252,000 fiscal 2009 and $215,000 in fiscal 2010.

5. LONG-TERM DEBT

Long-term debt consists of:

	APRIL 30, 2005	OCTOBER 31, 2004
Borrowings under revolving credit facility	$ 25,000,000	$ 16,000,000
Industrial Development Revenue Refunding Bonds - Series 1988	1,980,000	1,980,000
Capital leases and equipment loans	120,000	149,000
	27,100,000	18,129,000
Less: Current maturities of long-term debt	(58,000)	(58,000)
	$ 27,042,000	$ 18,071,000

As of April 30, 2005 and October 31, 2004, the Company had a total of $25 million and $16 million, respectively, borrowed under its $120 million revolving credit facility at weighted average interest rates of 4.0% and 2.9%, respectively. The revolving credit facility contains both financial and non-financial covenants. As of April 30, 2005, the Company believes it is in compliance with all such covenants.

The interest rates on the Series 1988 industrial development revenue bonds were 3.1% and 1.8% as of April 30, 2005 and October 31, 2004, respectively.

6. SHAREHOLDERS' EQUITY

Changes in consolidated shareholders' equity for the six months ended April 30, 2005 are as follows:

	COMMON STOCK	CLASS A COMMON STOCK	CAPITAL IN EXCESS OF PAR VALUE	RETAINED EARNINGS
Balances as of October 31, 2004	$ 99,000	$ 143,000	$ 187,950,000	$ 59,210,000
Net income	--	--	--	10,141,000
Cash dividend ($.025 per share)	--	--	--	(610,000)
Tax benefit from stock option exercises	--	--	2,580,000	--
Proceeds from stock option exercises	1,000	1,000	799,000	--
Other	--	1,000	1,000	(1,000)
Balances as of April 30, 2005	$ 100,000	$ 145,000	$ 191,330,000	$ 68,740,000

7. RESEARCH AND DEVELOPMENT EXPENSES

Cost of sales for the six months ended April 30, 2005 and 2004 includes approximately $5.3 million and $4.5 million, respectively, of new product research and development expenses. The expenses are net of reimbursements pursuant to research and development cooperation and joint venture agreements, which were not significant.

8. RESTRUCTURING EXPENSES

During the first quarter of fiscal 2005, the Company completed the restructuring activities initiated in fiscal 2004 within certain subsidiaries of the Flight Support Group that provide repair and overhaul services.

The following table details the restructuring activity that occurred in fiscal 2005:

	MANAGEMENT HIRING/RELOCATION RELATED EXPENSES	MOVING COSTS AND OTHER ASSOCIATED EXPENSES	CONTRACT TERMINATION COSTS	TOTALS
Balances as of October 31, 2004	$ 64,000	$ 111,000	$ 71,000	$ 246,000
Additional charges and reversals	69,000	(47,000)	--	22,000
Cash payments	(133,000)	(64,000)	(71,000)	(268,000)
Balances as of April 30, 2005	$ --	$ --	$ --	$ --

9. NET INCOME PER SHARE

The following table sets forth the computation of basic and diluted net income per share for the six months and three months ended April 30:

	SIX MONTHS ENDED APRIL 30,		THREE MONTHS ENDED APRIL 30,	
	2005	2004	2005	2004
Numerator:				
Net income	$ 10,141,000	$ 7,349,000	$ 5,713,000	$ 4,108,000
Denominator:				
Weighted average common shares outstanding - basic	24,387,667	23,896,675	24,446,997	24,048,105
Effect of dilutive stock options	1,849,115	1,790,364	1,812,991	1,692,973
Weighted average common shares outstanding - diluted	26,236,782	25,687,039	26,259,988	25,741,078
Net income per share - basic	$ .42	$ .31	$ .23	$ .17
Net income per share - diluted	$ .39	$ .29	$ .22	$ .16
Anti-dilutive stock options excluded	218,010	569,817	215,846	589,039

10. OPERATING SEGMENTS

Information on the Company's two operating segments, the Flight Support Group (FSG), consisting of HEICO Aerospace Holdings Corp. and its subsidiaries, and the Electronic Technologies Group (ETG), consisting of HEICO Electronic Technologies Corp. and its subsidiaries, for the six months and three months ended April 30, 2005 and 2004, respectively, is as follows:

	SEGMENT		OTHER, PRIMARILY CORPORATE AND INTERSEGMENT	CONSOLIDATED TOTALS
	FSG	ETG		
For the six months ended April 30, 2005:				
Net sales	$ 88,316,000	$ 35,761,000	$ (123,000)	$ 123,954,000
Depreciation and amortization	2,252,000	1,035,000	216,000	3,503,000
Operating income	16,467,000	6,681,000	(3,054,000)	20,094,000
Capital expenditures	2,469,000	545,000	15,000	3,029,000
For the six months ended April 30, 2004:				
Net sales	$ 71,967,000	$ 27,082,000	$ (105,000)	$ 98,944,000
Depreciation and amortization	2,345,000	844,000	226,000	3,415,000
Operating income	11,338,000	6,187,000	(2,780,000)	14,745,000
Capital expenditures	1,535,000	1,051,000	3,000	2,589,000
For the three months ended April 30, 2005:				
Net sales	$ 46,053,000	$ 20,987,000	$ (67,000)	$ 66,973,000
Depreciation and amortization	1,116,000	551,000	112,000	1,779,000
Operating income	8,869,000	4,219,000	(1,655,000)	11,433,000
Capital expenditures	1,735,000	337,000	13,000	2,085,000
For the three months ended April 30, 2004:				
Net sales	$ 37,710,000	$ 15,143,000	$ (60,000)	$ 52,793,000
Depreciation and amortization	1,258,000	439,000	109,000	1,806,000
Operating income	6,012,000	3,703,000	(1,543,000)	8,172,000
Capital expenditures	909,000	533,000	--	1,442,000

The total assets held by each operating segment as of April 30, 2005 and October 31, 2004 is as follows:

	SEGMENT		OTHER, PRIMARILY CORPORATE	CONSOLIDATED TOTALS
	FSG	ETG		
Total assets as of April 30, 2005	$ 217,193,000	$ 160,408,000	$ 15,721,000	$ 393,322,000
Total assets as of October 31, 2004	212,615,000	136,860,000	14,780,000	364,255,000

11. COMMITMENTS AND CONTINGENCIES

GUARANTEES

The Company has arranged for standby letters of credit aggregating $1.8 million to meet the security requirement of its insurance company for potential workers' compensation claims and one of the Company's subsidiaries has guaranteed its performance related to a customer contract through a $0.2 million letter of credit expiring December 2005. These letters of credit are supported by the Company's $120 million revolving credit facility. In addition, the Company's industrial development revenue bonds are secured by a $2.0 million letter of credit expiring April 2008 and a mortgage on the related properties pledged as collateral.

Changes in the Company's product warranty liability for the six months ended April 30, 2005 and 2004, respectively, are as follows:

	2005	2004
Balances as of beginning of fiscal year	$ 129,000	$ 633,000
Changes in estimate of warranty liability	--	(491,000)
Accruals for warranties	262,000	63,000
Warranty claims settled	(105,000)	(50,000)
Balances as of April 30,	$ 286,000	$ 155,000

As part of the agreement to acquire an 80% interest in Sierra Microwave Technology, Inc. the Company has the right to purchase the minority interests in approximately ten years, or sooner under certain conditions, and the minority holders have the right to cause the Company to purchase their interests commencing in approximately five years, or sooner under certain conditions.

As part of the agreement to purchase Connectronics (see Note 2, Acquisitions), the Company may be obligated to pay additional purchase consideration of up to $3.8 millions in the aggregate should Connectronics meet certain earnings objectives during the first four years following the acquisition.

As part of the agreement to purchase Lumina (see Note 2, Acquisitions), the Company may be obligated to pay additional purchase consideration currently estimated to total up to $2.3 million should Lumina meet certain product line-related earnings objectives during the fourth and fifth years following the acquisition.

LITIGATION

The Company is involved in various legal actions arising in the normal course of business. Based upon the Company's and its legal counsel's evaluations of any claims or assessments, management is of the opinion that the outcome of these matters will not have a material adverse effect on the Company's results of operations or financial position.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

OVERVIEW

This discussion of our financial condition and results of operations should be read in conjunction with our condensed consolidated financial statements and notes thereto included herein. The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ materially from those estimates if different assumptions were used or different events ultimately transpire.

The Company's critical accounting policies, some of which require management to make judgments about matters that are inherently uncertain, are described in Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations," under the heading "Critical Accounting Policies" in the Company's Annual Report on Form 10-K for the year ended October 31, 2004.

The Company has two operating segments: the Flight Support Group (FSG), consisting of HEICO Aerospace Holdings Corp. (HEICO Aerospace) and its subsidiaries, and the Electronic Technologies Group (ETG), consisting of HEICO Electronic Technologies Corp. and its subsidiaries.

RESULTS OF OPERATIONS

The following table sets forth the results of the Company's operations, net sales and operating income by segment, and the percentage of net sales represented by the respective items in the Company's Condensed Consolidated Statements of Operations.

	SIX MONTHS ENDED APRIL 30,		THREE MONTHS ENDED APRIL 30,	
	2005	2004	2005	2004
Net sales	$ 123,954,000	$ 98,944,000	$ 66,973,000	$ 52,793,000
Cost of sales	78,629,000	64,694,000	41,928,000	34,079,000
Selling, general and administrative expenses	25,231,000	19,505,000	13,612,000	10,542,000
Total operating costs and expenses	103,860,000	84,199,000	55,540,000	44,621,000
Operating income	$ 20,094,000	$ 14,745,000	$ 11,433,000	$ 8,172,000
Net sales by segment:				
Flight Support Group	$ 88,316,000	$ 71,967,000	$ 46,053,000	$ 37,710,000
Electronic Technologies Group	35,761,000	27,082,000	20,987,000	15,143,000
Intersegment sales	(123,000)	(105,000)	(67,000)	(60,000)
	$ 123,954,000	$ 98,944,000	$ 66,973,000	$ 52,793,000
Operating income by segment:				
Flight Support Group	$ 16,467,000	$ 11,338,000	$ 8,869,000	$ 6,012,000
Electronic Technologies Group	6,681,000	6,187,000	4,219,000	3,703,000
Other, primarily corporate	(3,054,000)	(2,780,000)	(1,655,000)	(1,543,000)
	$ 20,094,000	$ 14,745,000	$ 11,433,000	$ 8,172,000
Net sales	100.0%	100.0%	100.0%	100.0%
Gross profit	36.6%	34.6%	37.4%	35.4%
Selling, general and administrative expenses	20.4%	19.7%	20.3%	20.0%
Operating income	16.2%	14.9%	17.1%	15.5%
Interest expense	0.4%	0.6%	0.4%	0.6%
Interest and other income	0.1%	-	0.1%	-
Income tax expense	5.8%	4.9%	6.3%	5.1%
Minority interests' share of income	1.9%	1.9%	1.9%	2.0%
Net income	8.2%	7.4%	8.5%	7.8%

COMPARISON OF FIRST SIX MONTHS OF FISCAL 2005 TO FIRST SIX MONTHS OF FISCAL 2004

Net Sales

Net sales for the first six months of fiscal 2005 increased by 25.3% to $124.0 million, as compared to net sales of $98.9 million for the first six months of fiscal 2004. The increase in net sales reflects an increase of $16.3 million (a 22.7% increase) to $88.3 million in net sales within the FSG, and an increase of $8.7 million (a 32.0% increase) to $35.8 million in net sales within the ETG. The FSG's net sales increase primarily reflects improved demand for its aftermarket replacement parts and repair and overhaul services, which reflects continued recovery within the commercial airline industry, as well as increased sales of new products. The ETG's net sales increase reflects the acquisition of Connectronics and Lumina (see Note 2, Acquisitions, of the Notes to Condensed Consolidated Financial Statements) and organic growth of approximately 10% reflecting increased demand for certain products.

The Company's net sales for the first six months of fiscal 2005 by market approximated 67% from the commercial aviation industry, 21% from the defense and space industries and 12% from other industrial markets including medical, electronics and telecommunications. Net sales in fiscal 2004 by market approximated 65% from the commercial aviation industry, 23% from the defense and space industries and 12% from other markets.

Gross Profit and Operating Expenses

The Company's gross profit margin improved to 36.6% for the first six months of fiscal 2005 as compared to 34.6% for the first six months of fiscal 2004, reflecting higher margins within the FSG offset by a decrease in the ETG margin. The FSG's gross profit margin increase was due principally to improved operating efficiencies within the FSG, lower new product research and development expenses as a percentage of net sales and lower charges related to excess or slow-moving inventory. The ETG's gross profit margin decrease was primarily due to lower sales of higher margin products and higher new product research and development expenses as a percentage of net sales. Consolidated cost of sales for the first six months of fiscal 2005 and 2004 includes approximately $5.3 million and $4.5 million, respectively, of new product research and development expenses.

SG&A expenses were $25.2 million and $19.5 million for the first six months of fiscal 2005 and fiscal 2004, respectively. As a percentage of net sales, SG&A expenses increased to 20.4% for the first six months of fiscal 2005 compared to 19.7% for the first six months of fiscal 2004. The increase in SG&A expenses and SG&A expenses as a percentage of net sales is mainly due to the increase in operating costs, principally personnel related, associated with the increase in net sales discussed above.

Operating Income

Operating income of $20.1 million for the first six months of fiscal 2005 was 36.3% higher than operating income of $14.7 million for the first six months of fiscal 2004. The improvement in operating income reflects a $5.1 million increase in operating income of the FSG from $11.3 million for the first six months of fiscal 2004 to $16.5 million for the first six months to fiscal 2005. Operating income of the ETG increased $0.5 million from $6.2 million for the first six months of fiscal 2004 to $6.7 million for the first six months of fiscal 2005. As a percentage of net sales, operating income increased from 14.9% in the first six months of fiscal 2004 to 16.2% in the first six months of fiscal 2005. The increase in operating income as a percentage of net sales reflects an increase in the FSG's operating income as a percentage of net sales from 15.8% in the first six months of fiscal 2004 to 18.6% in the first six months of fiscal 2005 and a decrease in the ETG's operating income as a percentage of net sales from 22.8% in the first six months of fiscal 2004 to 18.7% in the first six months of fiscal 2005. The increase in the FSG's operating income as a percentage of net sales reflects the improved gross margins discussed previously. The decrease in the ETG's operating income as a percentage of net sales reflects the decreased gross margins discussed previously.

Interest Expense

Interest expense decreased to $533,000 in the first six months of fiscal 2005 from $632,000 in the first six months of fiscal 2004. The decrease was principally due to a lower weighted average balance outstanding under the revolving credit facility in the first six months of fiscal 2005, partially offset by higher interest rates.

Interest and Other Income

Interest and other income in the first six months of fiscal 2005 and fiscal 2004 were not material.

Income Tax Expense

The Company's effective tax rate for the first six months of fiscal 2005 increased to 36.3% from 34.4% for the first six months of fiscal 2004. The increase is due to a lower amount of the minority interests' share of income excluded from our consolidated income subject to federal income taxes, a reduction in the tax benefit on export sales under the federal Extraterritorial Income Exclusion provisions that begin phasing out in fiscal 2005 and higher state taxes principally related to recent acquisitions.

Minority Interests' Share of Income

Minority interests' share of income of consolidated subsidiaries relates to the minority interests held in HEICO Aerospace and the 20% minority interest held in Sierra Microwave Technology, LLC. The increase from the first six months of fiscal 2004 to the first six months of fiscal 2005 was primarily attributable to higher earnings of the FSG.

Net Income

The Company's net income was $10.1 million, or $.39 per diluted share, for the first six months of fiscal 2005 compared to $7.3 million, or $.29 per diluted share, for the first six months of fiscal 2004 reflecting the increased operating income referenced above.

OUTLOOK

The Company reported increased sales in its two business segments reflecting both organic growth and growth through acquisitions. The Company believes that the FSG's operating margins will continue to show year over year improvement during the balance of fiscal 2005 while operating margins in the ETG are expected to return to levels approximating those experienced in fiscal 2004.

Based on the current strengthening of the markets in which the Company participates and the Company's continued success in introducing new products and services, the Company continues to target growth in fiscal 2005 sales and net income over fiscal 2004 results.

COMPARISON OF SECOND QUARTER OF FISCAL 2005 TO SECOND QUARTER OF FISCAL 2004

Net Sales

Net sales for the second quarter of fiscal 2005 increased by 26.9% to $67.0 million, as compared to net sales of $52.8 million for the second quarter of fiscal 2004. The increase in net sales reflects an increase of $8.3 million (a 22.1% increase) to $46.1 million in net sales within the FSG, and an increase of $5.8 million (a 38.6% increase) to $21.0 million in net sales within the ETG. The FSG's net sales increase primarily reflects improved demand for its aftermarket replacement parts and repair and overhaul services, which reflects continued recovery within the commercial airline industry, as well as increased sales of new products. The ETG's net sales increase reflects the acquisition of Connectronics and Lumina (see Note 2, Acquisitions, of the Notes to Condensed Consolidated Financial Statements) and organic growth of approximately 9% reflecting increased demand for certain products.

Gross Profit and Operating Expenses

The Company's gross profit margin improved to 37.4% for the second quarter of fiscal 2005 as compared to 35.4% for the second quarter of fiscal 2004, reflecting higher margins within the FSG offset by a decrease in the ETG margin. The FSG's gross profit margin increase was due principally to improved operating efficiencies within the FSG, lower new product research and development expenses as a percentage of net sales and lower charges related to excess or slow-moving inventory. The ETG's gross profit margin decrease was primarily due to lower sales of higher margin products and higher new product research and development expenses as a percentage of net sales. Consolidated cost of sales for the second quarter of fiscal 2005 and 2004 includes approximately $2.9 million and $2.4 million, respectively, of new product research and development expenses.

SG&A expenses were $13.6 million and $10.5 million for the second quarter of fiscal 2005 and fiscal 2004, respectively. As a percentage of net sales, SG&A expenses increased slightly to 20.3% for the second quarter of fiscal 2005 compared to 20.0% for the second quarter of fiscal 2004. The increase in SG&A expenses and SG&A expenses as a percentage of net sales is mainly due to increased operating costs, principally personnel related, associated with the increase in net sales discussed above.

Operating Income

Operating income of $11.4 million for the second quarter of fiscal 2005 was 39.9% higher than operating income of $8.2 million for the second quarter of fiscal 2004. The improvement in operating income reflects a $2.9 million increase in operating income of the FSG from $6.0 million for the second quarter of fiscal 2004 to $8.9 million for the second quarter of fiscal 2005. Operating income of the ETG increased $0.5 million from $3.7 million for the second quarter of fiscal 2004 to $4.2 million for the second quarter of fiscal 2005. As a percentage of net sales, operating income increased from 15.5% in the second quarter of fiscal 2004 to 17.1% in the second quarter of fiscal 2005. The increase in operating income as a percentage of net sales reflects an increase in the FSG's operating income as a percentage of net sales from 15.9% in the second quarter of fiscal 2004 to 19.3% in the second quarter of fiscal 2005 and a decrease in the ETG's operating income as a percentage of net sales from 24.5% in the second quarter of fiscal 2004 to 20.1% in the second quarter of fiscal 2005. The increase in the FSG's operating income as a percentage of net sales reflects the improved gross margins discussed previously. The decrease in the ETG's operating income as a percentage of net sales reflects the decreased gross margins discussed previously.

Interest Expense

Interest expense was $300,000 in the second quarter of fiscal 2005 and $301,000 in the second quarter of fiscal 2004 reflecting lower weighted average balance outstanding under the revolving credit facility in the second quarter of fiscal 2005 offset by higher interest rates.

Interest and Other Income

Interest and other income in the second quarter of fiscal 2005 and fiscal 2004 were not material.

Minority Interests' Share of Income

Minority interests' share of income of consolidated subsidiaries relates to the minority interests held in HEICO Aerospace and the 20% minority interest held in Sierra Microwave Technology, LLC. The increase from the second quarter of fiscal 2004 to the second quarter of fiscal 2005 was primarily attributable to higher earnings of the FSG.

Net Income

The Company's net income was $5.7 million, or $.22 per diluted share, for the second quarter of fiscal 2005 compared to $4.1 million, or $.16 per diluted share, for the second quarter of fiscal 2004 reflecting the increased operating income referenced above.

LIQUIDITY AND CAPITAL RESOURCES

The Company generates cash primarily from its operating activities and financing activities, including borrowings under long-term credit agreements.

Principal uses of cash by the Company include acquisitions, payments of principal and interest on debt, capital expenditures, cash dividends and increases in working capital.

The Company believes that its net cash provided by operating activities and available borrowings under its revolving credit facility will be sufficient to fund cash requirements for the foreseeable future.

Operating Activities

Net cash provided by operating activities was $11.5 million for the first six months of fiscal 2005, consisting primarily of net income of $10.1 million, depreciation and amortization of $3.5 million, a tax benefit on stock option exercises of $2.6 million, minority interests' share of income of consolidated subsidiaries of $2.4 million, a deferred income tax provision of $1.4 million, and an increase in net operating assets of $8.4 million. The increase in net operating assets (current assets used in operating activities net of current liabilities) primarily reflects a higher investment in inventories required to meet increased sales demand associated with new product offerings and sales growth and an increase in accounts receivable due to sales growth. Net cash provided by operating activities decreased from $16.7 million for the first six months of fiscal 2004 principally as a result of the increase in net operating assets referenced above.

Investing Activities

Net cash used in investing activities during the first six months of fiscal 2005 related primarily to acquisitions and related costs (principally Connectronics and Lumina) of $18.4 million and capital expenditures totaling $3.0 million, partially offset by proceeds of $3.5 million from the sale of a building held for sale (see Note 3, Selected Financial Statement Information - Property, Plant and Equipment).

Financing Activities

Net cash provided by financing activities during the first six months of fiscal 2005 primarily related to borrowings of $22.0 million on the Company's revolving credit facility to fund the Connectronics and Lumina acquisitions, to make required income tax payments and for other working capital needs, and proceeds from stock option exercises of $0.8 million, partially offset by repayments of $13.0 million on the Company's revolving credit facility and the payment of $0.6 million in cash dividends on the Company's common stock.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has arranged for standby letters of credit aggregating $1.8 million to meet the security requirement of its insurance company for potential workers' compensation claims and one of the Company's subsidiaries has guaranteed its performance related to a customer contract through a $0.2 million letter of credit expiring December 2005. These letters of credit are supported by the Company's $120 million revolving credit facility. In addition, the Company's industrial development revenue bonds are secured by a $2.0 million letter of credit expiring April 2008 and a mortgage on the related properties pledged as collateral.

As part of the agreement to acquire an 80% interest in Sierra Microwave Technology, Inc., the Company has the right to purchase the minority interests in approximately ten years, or sooner under certain conditions, and the minority holders have the right to cause the Company to purchase their interests commencing in approximately five years, or sooner under certain conditions.

As part of the agreement to purchase Connectronics (See Note 2, Acquisitions), the Company may be obligated to pay additional purchase consideration of up to $3.8 million in the aggregate should Connectronics meet certain earnings objectives during the first four years following the acquisition.

As part of the agreement to purchase Lumina (see Note 2, Acquisitions), the Company may be obligated to pay additional purchase consideration currently estimated to total up to $2.3 million should Lumina meet certain product line-related earnings objectives during the fourth and fifth years following the acquisition.

NEW ACCOUNTING PRONOUNCEMENTS

In November 2004, the Financial Accounting Standards Board ("FASB") issued Statement of Financial Accounting Standards No. 151 ("SFAS No. 151"), "Inventory Costs, an amendment of ARB No. 43, Chapter 4". SFAS No. 151 requires the allocation of fixed production overhead costs be based on the normal capacity of the production facilities and unallocated overhead costs recognized as an expense in the period incurred. The Statement also clarifies that abnormal inventory costs such as costs of idle facilities, excess freight and handling costs, and wasted materials (spoilage) are required to be recognized as current period charges. The provisions of SFAS No. 151 are effective for fiscal years beginning after June 15, 2005. The Company is currently evaluating the provisions of SFAS No. 151, but does not currently believe the adoption of the Statement will have a material effect on its results of operations or financial position.

In December 2004, the FASB issued SFAS No. 123(R), "Share-Based Payment". This Statement revises FASB Statement No. 123, "Accounting for Stock-Based Compensation," and supersedes APB Opinion No. 25, "Accounting for Stock Issued to Employees". In March 2005, the Securities and Exchange Commission issued Staff Accounting Bulletin No. 107 ("SAB 107") to provide public companies with its interpretive guidance in applying the provisions of SFAS No. 123(R). SFAS No. 123(R) focuses primarily on the accounting for transactions in which an entity obtains employee services in share-based payment transactions. SFAS No. 123(R) requires companies to recognize in the statement of operations the cost of employee services received in exchange for awards of equity instruments based on the grant-date fair value of those awards (with limited exceptions). This Statement is effective for fiscal years beginning after June 15, 2005; therefore, the Company plans to adopt the new requirements in its first quarter of fiscal 2006. The Company is currently evaluating the provisions of SFAS No. 123(R) and guidance in SAB 107 and has not yet determined the impact that SFAS No. 123(R) and SAB 107 will have on its results of operations or financial position.

In December 2004, the FASB issued Staff Position No. FAS 109-1 ("FSP FAS No. 109-1"), "Application of FASB Statement No. 109, Accounting for Income Taxes, to the Tax Deduction on Qualified Production Activities Provided by the American Jobs Creation Act of 2004". FSP FAS No. 109-1 states that qualified production activities should be accounted for as a special deduction under SFAS No. 109 and not be treated as a rate reduction. Accordingly, the special deduction has no effect on the Company's deferred tax assets and liabilities existing as of the enactment date. The Company is currently evaluating the impact of the American Jobs Creation Act of 2004, which will allow the Company to claim a deduction from taxable income attributable to qualified domestic production activities beginning in fiscal 2006.

In December 2004, the FASB issued SFAS No. 153, "Exchanges of Nonmonetary Assets, an amendment of APB Opinion No. 29". SFAS No. 153 is based on the principle that exchanges of nonmonetary assets should be measured based on the fair value of the assets exchanged. The Statement eliminates the exception of nonmonetary exchanges of similar productive assets and replaces it with a general exception for exchanges of nonmonetary assets that do not have commercial substance (i.e. the future cash flows of the entity are not expected to change significantly as a result of the exchange). The provisions of SFAS No. 153 are effective as of the first reporting period beginning after June 15, 2005. The Company does not expect the adoption of SFAS No. 153 to have a material effect on its results of operations or financial position.

FORWARD-LOOKING STATEMENTS

Certain statements in this Report constitute "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. All statement contained herein that are not clearly historical in nature may be forward-looking and the words "believe," "expect," "estimate" and similar expressions are generally intended to identify forward looking statements. Any forward-looking statements contained herein, in press releases, written statements or other documents filed with the Securities and Exchange Commission or in communications and discussions with investors and analysts in the normal course of business through meetings, phone calls and conference calls, concerning our operations, economic performance and financial condition are subject to known and unknown risks, uncertainties and contingencies. We have based these forward-looking statements on our current expectations and projections about future events. All forward-looking statements involve risks and uncertainties, many of which are beyond our control, which may cause actual results, performance or achievements to differ materially from anticipated results, performance or achievements. Also, forward-looking statements are based upon management's estimates of fair values and of future costs, using currently available information. Therefore, actual results may differ materially from those expressed in or implied by those statements. Factors that could cause such differences, but are not limited to: lower demand for commercial air travel or airline fleet changes, which could cause lower demand for our goods and services; product specification costs and requirements, which could cause an increase to our costs to complete contracts; governmental and regulatory demands, export policies and restrictions, reductions in defense or space spending by U.S. and/or foreign customers, or competition from existing and new competitors, which could reduce our sales; HEICO's ability to introduce new products and product pricing levels, which could reduce our sales or sales growth; HEICO's ability to make acquisitions and achieve operating synergies from acquired businesses, customer credit risk, interest rates and economic conditions within and outside of the aviation, defense, space and electronics industries, which could negatively impact our costs and revenues; and HEICO's ability to maintain effective internal controls, which could adversely affect our business and the market price of our common stock. We undertake no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Substantially all of the Company's borrowings bear interest at floating interest rates. Based on the outstanding debt balance as of April 30, 2005, a hypothetical 10% increase in interest rates would increase the Company's interest expense by approximately $106,000 on an annual basis.

ITEM 4. CONTROLS AND PROCEDURES

EVALUATION OF DISCLOSURE CONTROLS AND PROCEDURES

The Company's Chief Executive Officer and its Chief Financial Officer conducted an evaluation of the effectiveness of the Company's disclosure controls and procedures as of the end of the period covered by this quarterly report. Based upon that evaluation, the Company's Chief Executive Officer and its Chief Financial Officer concluded that the Company's disclosure controls and procedures are effective as of the end of the period covered by this quarterly report.

CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING

There were no changes in the Company's internal control over financial reporting identified in connection with the evaluation referred to above that occurred during the Company's most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II. OTHER INFORMATION

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

The Company did not incur any unregistered sales of its equity securities or repurchase any of its equity securities during the first six months of fiscal 2005.

ITEM 4. SUBMISSION OF MATTERS TO VOTE OF SECURITY HOLDERS

At the Annual Meeting of Shareholders held on March 25, 2005, the Company's shareholders elected eight directors. The number of votes cast for and withheld for each nominee for director was as follows:

DIRECTOR	FOR	WITHHELD
Samuel L. Higginbottom	9,969,758	260,360
Wolfgang Mayrhuber	9,110,740	1,119,378
Eric A. Mendelson	9,209,946	1,020,172
Laurans A. Mendelson	9,354,673	875,445
Victor H. Mendelson	9,171,735	1,058,383
Albert Morrison, Jr.	10,122,333	107,785
Joseph W. Pallot	10,120,818	109,300
Dr. Alan Schriesheim	10,016,302	213,816

The Company's shareholders also ratified the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending October 31, 2005, with 10,141,903 voting for the proposal, 57,273 voting against and 30,942 abstaining.

ITEM 6. EXHIBITS

EXHIBIT	DESCRIPTION
10.1	Fifth Amendment, effective as of March 28, 2005, to the HEICO Savings and Investment Plan. *
31.1	Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer. *
31.2	Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer. *
32.1	Section 1350 Certification of Chief Executive Officer. **
32.2	Section 1350 Certification of Chief Financial Officer. **

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* Filed herewith.

** Furnished herewith.

SIGNATURE

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

HEICO CORPORATION

Date: June 2, 2005

By: /s/ THOMAS S. IRWIN

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

EXHIBIT INDEX

EXHIBIT	DESCRIPTION
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31.1	Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer.
31.2	Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer.
32.1	Section 1350 Certification of Chief Executive Officer.
32.2	Section 1350 Certification of Chief Financial Officer.

Exhibit 10.1

FIFTH AMENDMENT TO THE HEICO SAVINGS AND INVESTMENT PLAN

THIS FIFTH AMENDMENT (the "Amendment"), made as of the 25th day of March, 2005, to the HEICO Savings and Investment Plan (the "Plan"), by HEICO Corporation, a Florida corporation (the "Company").

W I T N E S S E T H:

WHEREAS, the Company maintains the Plan for the sole and exclusive benefit of its eligible participants and their respective beneficiaries under the terms and provisions of the Internal Revenue Code of 1986, as amended; and

WHEREAS, pursuant to Section 15.01 of the Plan, the Company has the power to amend the Plan;

NOW, THEREFORE, the Plan shall be amended as follows:

EFFECTIVE AS OF MARCH 28, 2005:

1. Section 10.01(c)(1) is hereby amended in its entirety to read as follows:

   "If the value of a Participant's vested Accounts to be distributed is less than or equal to $1,000, computed on the Participant's Termination Date, the Participant's vested Account balance shall be distributed in a lump sum payment as soon as administratively feasible after his Termination Date."

2. Section 10.01(c)(2) is hereby amended in its entirety to read as follows:

   "If the value of a Participant's vested Accounts as of his Termination Date is greater than $1,000, the Participant's consent to a distribution shall be required; provided that, notwithstanding the lack of consent, distribution shall be made no later than the date established under Section 10.06 for mandatory distributions."

3. The last sentence of Section 10.01(c)(3) is hereby amended in its entirety to read as follows:

   "If the value of the Participant's vested Accounts as so determined is $1,000 or less, the Plan shall immediately distribute the Participant's entire vested Account balance."

4. Section 10.06(d) is hereby amended in its entirety to read as follows:

   "Notwithstanding the foregoing provisions of this Section 10.06, if the value of a Participant's vested Accounts to be distributed is less than or equal to $1,000, computed on the Participant's Termination of Employment, the Participant's vested Account balance shall be distributed in a lump sum payment as soon as practicable after his Termination of Employment."

5. In all other respects, the Plan shall remain unchanged by the Amendment.

IN WITNESS WHEREOF, the Company has caused this instrument to be executed the day and year first above written.

HEICO Corporation, a Florida corporation

By: ------------------------------------

Name:

Title:

Exhibit 31.1

RULE 13a-14(a)/15d-14(a) CERTIFICATION

I, Laurans A. Mendelson, Chief Executive Officer of HEICO Corporation, certify that:

(1) I have reviewed this quarterly report on Form 10-Q of HEICO Corporation;

(2) Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

(3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;

(4) The Registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the Registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

c) Disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and

(5) The Registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of the Registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

Date: June 2, 2005

/S/ LAURANS A. MENDELSON

Laurans A. Mendelson
Chief Executive Officer

Exhibit 31.2

RULE 13a-14(a)/15d-14(a) CERTIFICATION

I, Thomas S. Irwin, Chief Financial Officer of HEICO Corporation, certify that:

(1) I have reviewed this quarterly report on Form 10-Q of HEICO Corporation;

(2) Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

(3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;

(4) The Registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the Registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

c) Disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and

(5) The Registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of the Registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

Date: June 2, 2005

/S/ THOMAS S. IRWIN

Thomas S. Irwin
Chief Financial Officer

Exhibit 32.1

SECTION 1350 CERTIFICATION

In connection with the Quarterly Report of HEICO Corporation (the "Company") on Form 10-Q for the period ended April 30, 2005 as filed with the Securities and Exchange Commission on the date hereof (the "Report") I, Laurans A. Mendelson, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: June 2, 2005

/S/ LAURANS A. MENDELSON

Laurans A. Mendelson
Chief Executive Officer

Exhibit 32.2

SECTION 1350 CERTIFICATION

In connection with the Quarterly Report of HEICO Corporation (the "Company") on Form 10-Q for the period ended April 30, 2005 as filed with the Securities and Exchange Commission on the date hereof (the "Report") I, Thomas S. Irwin, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: June 2, 2005

/S/ THOMAS S. IRWIN

Thomas S. Irwin
Chief Financial Officer