

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Macau Carlos L</u>	2. Issuer Name and Ticker or Trading Symbol <u>HEICO CORP [HEI, HEI.A]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <div>Director Officer (give title below) 10% Owner Other (specify below)</div> <div><input checked="" type="checkbox"/> EVP-CFO & Treasurer</div>
(Last) (First) (Middle) <u>3000 TAFT STREET</u>	3. Date of Earliest Transaction (Month/Day/Year) <u>01/30/2023</u>	
(Street) <u>HOLLYWOOD FL 33021</u>	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <div><input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person</div>
(City) (State) (Zip)		

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	01/30/2023		M		61,036	A	\$15.4501	109,758	D	
Class A Common Stock	01/30/2023		F		27,598	D	\$132.85	82,160	D	
Class A Common Stock								2,000	I	By Sons
Common Stock								1,872	I	401k Plan ⁽¹⁾
Class A Common Stock								1,894	I	401k Plan ⁽¹⁾

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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Option (Right to purchase Class A Common Stock)	\$15.4501	01/30/2023		M		61,036	(2)	06/10/2023	Class A Common Stock	0.0	\$0	0	D	
Option (Right to purchase Class A Common Stock)	\$24.9088						(2)	06/08/2025	Class A Common Stock	48,829		48,829	D	
Option (Right to purchase Class A Common Stock)	\$22.2003						(2)	12/14/2025	Class A Common Stock	48,829		48,829	D	
Option (Right to purchase Class A Common Stock)	\$38.3744						(2)	03/17/2027	Class A Common Stock	97,656		97,656	D	
Option (Right to purchase Class A Common Stock)	\$56.24						(2)	03/16/2028	Class A Common Stock	62,500		62,500	D	
Option (Right to purchase Class A Common Stock)	\$120.32						(2)	09/24/2031	Class A Common Stock	50,000		50,000	D	

Explanation of Responses:

1. Represents shares held for the benefit of the Reporting Person by the HEICO Corporation 401k plan based on a plan statement dated January 30, 2023.
2. These options are exercisable at 20% per year over five years from the date of grant.

Remarks:

/s/ Carlos L. Macau

02/01/2023

** 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.