

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
Estimated average burden hours per response:	0.5

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 <b>and</b> Ticker or Trading Symbol <u>HEICO CORP</u> [ <u>HEI</u> , <u>HEI.A</u> ]  3. Date of Earliest Transaction (Month/Day/Year) <u>12/14/2009</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			
Class A Common Stock	12/14/2009		M		4,634	A	\$12.115	63,206	D	
Class A Common Stock	12/14/2009		F		2,858	D	\$30.98	60,298	D	
Common Stock	12/14/2009		M		14,000	A	\$12.115	74,374	D	
Common Stock	12/14/2009		F		7,958	D	\$39.43	66,416	D	
Common Stock	12/14/2009		G	V	375	D	\$0	66,041	D	
Class A Common Stock								64,709	I	Owned by Corporation <sup>(1)</sup>
Common Stock								36,180	I	Owned by Partnership <sup>(2)</sup>
Common Stock								1,000	I	As custodian for minor children
Class A Common Stock								1,110	I	As custodian for minor children
Common Stock								17,344	I	By 401(k) <sup>(3)</sup>
Class A Common Stock								15,996	I	By 401(k) <sup>(3)</sup>

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				
Employee Stock Option (Right to Buy)	\$12.115	12/14/2009		M			14,000	(4)	12/17/2009	Common Stock	14,000	\$0	0 <sup>(5)</sup>	D	
Employee Stock Option (Right to Buy)	\$12.115	12/14/2009		M			4,634	(4)	12/17/2009	Class A	4,634	\$0	0 <sup>(5)</sup>	D	

Explanation of Responses:

1. 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.
2. Represents shares owned by VHM Management Limited Partners, a partnership whose sole general partner is a corporation controlled by the Reporting Person
3. Represents shares held for the benefit of the Reporting Person by the HEICO Corporation 401(k), based on a plan statement dated December 15, 2009.
4. Options became exersiable 20% per year over five years from date of grant.

5. In addition to these options, the Reporting Person owns directly options entitling the Reporting Person to purchase an aggregate of 402,500 shares of Common Stock and 53,350 shares of Class A Common Stock. These options become exercisable on various dates and have various expiration dates.

Remarks:

Victor H. Mendelson

12/16/2009

\*\* 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.**