

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>IRWIN THOMAS S</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>09/23/2009</u>  4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <div>Director 10% Owner</div> <div><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)</div> <div><u>Executive Vice President</u></div> 6. Individual or Joint/Group Filing (Check Applicable Line) <div><input checked="" type="checkbox"/> Form filed by One Reporting Person</div> <div>Form filed by More than One Reporting Person</div>
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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	09/23/2009		M		4,634	A	\$12.115	6,314	D	
Class A Common Stock	09/23/2009		S		4,634	D	\$32.302	1,680	D	
Common Stock	09/23/2009		M		14,000	A	\$12.115	120,783	D	
Common Stock	09/23/2009		S		14,000	D	\$40.212	106,783	D	
Class A Common Stock								33,156	I	401(k) Plan <sup>(1)</sup>
Common Stock								35,249	I	401(k) Plan <sup>(1)</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				
Option(right to purchase) Class A Common Stock	\$12.115	09/23/2009		M			4,634	12/17/2004	12/17/2009	Class A Common Stock	4,634	\$0	0 <sup>(2)</sup>	D	
Option (right to purchase Common Stock	\$12.115	09/23/2009		M			14,000	12/17/2004	12/17/2009	Common Stock	14,000	\$0	0 <sup>(2)</sup>	D	

Explanation of Responses:

1. Represents shares held for the benefit of the Reporting Person by the HEICO Corporation 401(k) Plan based on a plan statement dated September 22, 2009.
2. The Reporting Person owns directly options entitling the Reporting Person to purchase an aggregate of 175,000 shares of Common Stock and 31,800 shares of Class A Common Stock. These options became exercisable on various dates and have various expiration dates.

Remarks:

Thomas S. Irwin  
\*\* Signature of Reporting Person

09/24/2009  
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.