

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

03/28/2003

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person to Issuer
(Check all applicable)

<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
<input checked="" type="checkbox"/> Officer (give title below)	<input type="checkbox"/> Other (specify below)

Executive Vice President, Chief Financial Officer

7. Individual or Joint/Group Filing (Check applicable line)

<input checked="" type="checkbox"/> Form filed by one Reporting Person
<input type="checkbox"/> 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	03/28/03(1)	T	131(1)	D	\$10.28(1)	32,157(1)	I	401(k) Plan
Class A Common Stock	03/28/03(1)	T	39(1)	D	\$6.60(1)	25,696(1)	I	401(k) Plan
Common Stock						136,659	D	
Class A Common Stock						44,490	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)

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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 Expira- cisable Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares Title	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)	

Employee Stock Option (Right to Buy)	\$8.62	3/17/03	A	45,000	(2) 3/17/13	Common Stock	45,000 --	45,000(3)	D		

Employee Stock Option (Right to Buy)	\$6.06	3/17/03	A	5,000	(2) 3/17/13	Class A Common Stock	5,000 --	5,000(3)	D		

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Explanation of Responses:

- (1) These shares were forfeited from the Reporting Person's account in the HEICO Corporation 401(k) Plan (the Plan) as a result of the Plan's annual ADP/ACP tests of voluntary and matching contribution limits determined pursuant to ERISA requirements and as reported to the Reporting Person on his participant's statement received from the Plan on March 28, 2003.
- (2) Options become exercisable 20% per year over five years from date of grant.
- (3) In addition to these options, the Reporting Person owns directly options entitling the Reporting Person to purchase an aggregate of 302,743 shares of Common Stock and 140,320 shares of Class A Common Stock. These options become exercisable on various dates and have various expiration dates.

/s/ Thomas S. Irwin

03/28/2003

**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.

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