

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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
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1. Name and Address of Reporting Person* <u>MEDELSON ERIC A</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 and Ticker or Trading Symbol <u>HEICO CORP [HEI, HEI.A]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>03/14/2018</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			
Common Stock	03/14/2018		M		381,470	A	\$10.3521	842,030 ⁽¹⁾	D	
Common Stock	03/14/2018		F		176,700	D	\$90.07	665,330 ⁽¹⁾	D	
Class A Common Stock								273,607 ⁽¹⁾	D	
Common Stock								12,183 ⁽¹⁾	I	By Keogh Account
Class A Common Stock								8,064 ⁽¹⁾	I	By Keogh Account
Common Stock								228,644 ⁽¹⁾	I	By Trusts ⁽²⁾
Class A Common Stock	12/20/2017		G	V	16,063	D	\$0	194,628 ⁽¹⁾	I	Owned by Corporation ⁽³⁾
Common Stock								314,175 ⁽¹⁾	I	Owned by Partnership ⁽⁴⁾
Common Stock								3,619 ⁽¹⁾	I	As custodian for minor children
Class A Common Stock								4,166 ⁽¹⁾	I	As custodian for minor children
Common Stock								88,694 ⁽¹⁾	I	By 401(k) ⁽⁵⁾
Class A Common Stock								84,335 ⁽¹⁾	I	By 401(k) ⁽⁵⁾
Class A Common Stock								7,494 ⁽¹⁾	I	By 409A Plan ⁽⁶⁾

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 Common Stock)	\$10.3521	03/14/2018		M			381,470	(7)	09/14/2019	Common Stock	381,470	\$0	0	D	

Explanation of Responses:

1. All shares reflect the impact of a 5-for-4 stock split that was effected on January 18,2018
2. Represents shares gifted by the Reporting Person to trusts for the benefit of the Reporting Person's immediate family members and whose Trustee is the Reporting Person.
3. Represents shares owned by Mendelson International Corporation whose stock is owned solely by the Reporting Person and Victor Mendelson, the brother of the Reporting Person.
4. Represents shares owned by EAM Management Limited Partners, a partnership whose sole general partner is a corporation controlled by the Reporting Person.
5. Represents shares held for the benefit of the Reporting Person by the HEICO Corporation 401(k), based on a plan statement dated March 13, 2018.

6. Represents shares held for the Reporting Person by the HEICO Leadership Compensation Plan (409A Plan).
7. The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate of 381,470 shares of Common Stock at an exercise price of \$10.3521 per share, as adjusted for stock splits and stock dividends. These Options became exercisable on various dates and expire on September 14, 2019.

Remarks:

[/s/ Eric A. Mendelson](#)

[03/15/2018](#)

** 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.