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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): September 20, 2004

HEICO CORPORATION  
(Exact name of registrant as specified in its charter)

FLORIDA (State or other jurisdiction of incorporation)	1-4604 (Commission file number)	65-0341002 (I.R.S. Employer Identification No.)
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3000 TAFT STREET, HOLLYWOOD, FLORIDA (Address of principal executive offices)	33021 (Zip Code)
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(954) 987-4000  
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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ITEM 5.02 DEPARTURE OF DIRECTORS OR PRINCIPAL OFFICERS; ELECTION OF DIRECTORS;  
APPOINTMENT OF PRINCIPAL OFFICERS

The registrant has elected Joseph W. Pallot to its Board of Directors effective September 20, 2004. There was no arrangement or understanding pursuant to which Mr. Pallot was elected as a director, and there are no related party transactions between the Company and Mr. Pallot.

Mr. Pallot is "independent" as defined under the rules promulgated by the New York Stock Exchange and under the Guidelines established by the Company's Nominating and Corporate Governance Committee.

Mr. Pallot will serve on the Company's Finance/Audit Committee.

The press release announcing Mr. Pallot's election is attached hereto as Exhibit 99.1 and incorporated by reference herein.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(c) Exhibits

EXHIBIT NO. -----	DESCRIPTION -----
99.1	Press release, dated September 20, 2004, titled "HEICO Corporation names Joseph W. Pallot to Board of Directors."

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

HEICO CORPORATION

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(Registrant)

Date: September 21, 2004

By: /s/ Thomas S. Irwin

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Thomas S. Irwin  
Executive Vice President  
and Chief Financial Officer  
(Principal Financial and  
Accounting Officer)

EXHIBIT INDEX

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FOR IMMEDIATE RELEASE

September 20, 2004  
Thomas S. Irwin (954) 987-4000 ext. 7560  
Victor H. Mendelson (305) 374-1745 ext. 7590

## HEICO CORPORATION NAMES JOSEPH W. PALLOT TO BOARD OF DIRECTORS

Hollywood, FL and Miami, FL -- HEICO Corporation (NYSE: HEI.A and HEI) announced its Board of Directors, at its regularly scheduled meeting today, elected Joseph W. Pallot to be a member of the Board. Mr. Pallot is a Shareholder of Devine Goodman Pallot & Wells, P.A., a Miami, Florida-based transactional and litigation boutique law firm.

Mr. Pallot's election to the board increases the number of independent directors on the Company's Board to 5 directors out of the now 8-person board (prior to his election, the Board had 7 members). He will be a member of the Board's Finance/Audit Committee.

Mr. Pallot's practice focuses on complex commercial transactions, including but not limited to, mergers & acquisitions, financings, joint ventures and partnerships. Mr. Pallot, who is 44 years of age, has lectured to financial institutions and other parties concerning business transactions. Prior to his legal career, Mr. Pallot was a commercial banker with Southeast Bank, N.A., which is now part of Wachovia Corp.

Mr. Pallot also serves on the board of directors and executive committee of the Beacon Council (Miami-Dade County, Florida's official economic development organization) and is involved with various community affairs.

Laurans A. Mendelson, HEICO's Chairman, President & Chief Executive Officer, stated, "We are most pleased to have Joe Pallot as a Board member. His business and legal experience will further broaden the range of experience of our Board of Directors while enhancing director independence. HEICO will be well served by his addition."

Mr. Pallot commented, "I have been impressed by HEICO's professionalism and success for many years. I look forward to serving the Company and its shareholders in the years ahead."

HEICO has two classes of common stock traded on the NYSE. Both classes, the Class A Common Stock (HEI.A) and the Common Stock (HEI), are virtually identical in all economic respects. The only difference between the share classes is the voting rights. The Class A Common Stock (HEI.A) receives 1/10 vote per share and the Common Stock (HEI) receives one vote per share. The stock symbols for HEICO's two classes of common stock on most web sites are HEI.A and HEI. However, some web sites change HEICO's Class A Common Stock stock symbol (HEI.A) to HEI/A or HEIa.

HEICO Corporation is engaged primarily in certain niche segments of the aviation, defense, space and electronics industries through its Hollywood, FL-based HEICO Aerospace Holdings Corp. subsidiary and its Miami, FL-based HEICO Electronic Technologies Corp. subsidiary. HEICO's customers include a majority of the world's airlines and airmotives as well as numerous defense and space contractors and military agencies worldwide in addition to telecommunications, electronics and medical equipment manufacturers. For more information about HEICO, please visit our web site at <http://www.heico.com>.