

FORM 4

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

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	
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1. Name and Address of Reporting Person* <u>MENDELSON VICTOR H</u> (Last) (First) (Middle) (Street) (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>07/16/2003</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>Executive Vice 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	07/16/2003	07/16/2003	S		1,000	D	9.2	0 ⁽¹⁾	D	
Class A Common Stock	07/17/2003	07/17/2003	S		29,870	D	8.7	0 ⁽¹⁾	D	
Class A Common Stock	07/18/2003	07/18/2003	M		30,870	A	2.01	0 ⁽¹⁾	D	

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					
Option (Right to Buy Class A Common Stock)	2.01	07/18/2003	07/18/2003	M			30,870	12/17/1993	12/17/2003	Class A Common Stock	\$0	\$0 ⁽²⁾	D	

Explanation of Responses:

1. In addition to the Securities reported herein, the Reporting Person owns directly 695 shares of Common Stock and 2,507 shares of Class A Common Stock and owns indirectly 157,282 shares of Common Stock and 119,713 shares of Class A Common Stock owned by Mendelson International Corporation, 36,180 shares of Class A Common Stock owned by VHM Management Limited Partners, 800 shares of Common Stock and 546 shares of Class A Common Stock held by the Reporting Person as custodian for minor children and 15,378 shares of Common Stock and 11,978 shares of Class A Common Stock held for the benefit of the Reporting Person by the HEICO Corporation 401(k) Plan (the Plan), including 124 shares of Common Stock and 101 shares of Class A Common Stock acquired upon receipt by the Plan of the Issuer's matching contribution for the Plan's Quarterly period ended June 30, 2003.

2. In addition to these options, the Reporting Person owns directly options entitling the Reporting Person to purchase an aggregate of 542,615 shares of Common Stock and 174,667 shares of Class A Common Stock. These options become exercisable on various dates and have various expiration dates.

Victor H. Mendelson 07/18/2003
** 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.