

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>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>12/12/2012</u> 4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Sr Exec VP</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 | 12/12/2012 | | M | | 1,055 | A | \$2.8672 | 10,835 ⁽³⁾ | D | |
| Class A Common Stock | 12/12/2012 | | M | | 2,788 | A | \$4.0345 | 13,623 | D | |
| Class A Common Stock | 12/12/2012 | | M | | 9,688 | A | \$2.816 | 23,311 | D | |
| Class A Common Stock | 12/12/2012 | | M | | 6,001 | A | \$4.003 | 29,312 | D | |
| Class A Common Stock | 12/12/2012 | | F | | 8,331 | D | \$34.44 | 20,981 | D | |
| Common Stock | 12/12/2012 | | M | | 27,864 | A | \$4.0354 | 64,015 ⁽³⁾ | D | |
| Common Stock | 12/12/2012 | | M | | 60,029 | A | \$4.003 | 124,044 | D | |
| Common Stock | 12/12/2012 | | F | | 37,186 | D | \$43.53 | 86,858 | D | |
| Common Stock | | | | | | | | 106,585 | I | Irwin Family Trust ⁽¹⁾ |
| Class A Common Stock | | | | | | | | 65,786 | I | 401(k) Plan ⁽²⁾ |
| Common Stock | | | | | | | | 70,116 | I | 401(k) Plan ⁽²⁾ |

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) | \$2.8672 | 12/12/2012 | | M | | | 1,055 ⁽⁴⁾ | 03/17/2008 | 03/17/2013 | Class A Common Stock | 1,055 | \$0 | 0 | D | |
| Option (right to purchase Class A Common Stock) | \$4.0354 | 12/12/2012 | | M | | | 2,788 ⁽⁴⁾ | 03/17/2008 | 03/17/2013 | Class A Common Stock | 2,788 | \$0 | 0 | D | |
| Option (right to purchase Class A Common Stock) | \$2.816 | 12/12/2012 | | M | | | 9,688 ⁽⁴⁾ | 03/17/2008 | 03/17/2013 | Class A Common Stock | 9,688 | \$0 | 0 | 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 | Title | Amount or Number of Shares | | | | |
| Option (right to purchase Class A Common Stock) | \$4.003 | 12/12/2012 | | M | | | 6,001 ⁽⁴⁾ | 03/17/2008 | 03/17/2013 | Class A Common Stock | 6,001 | \$0 | 0 | D | |
| Option (right to purchase Common Stock) | \$4.0354 | 12/12/2012 | | M | | | 27,864 ⁽⁴⁾ | 03/17/2008 | 03/17/2013 | Common Stock | 27,864 | \$0 | 0 | D | |
| Option (right to purchase Common Stock) | \$4.003 | 12/12/2012 | | M | | | 60,029 ⁽⁴⁾ | 03/17/2008 | 03/17/2013 | Common Stock | 60,029 | \$0 | 0 | D | |

Explanation of Responses:

1. Represents shares held in the Irwin Family Irrevocable Trust (the Trust) whose trustee is Carrie Irwin, the Reporting Person's daughter and includes 21,317 shares of Common Stock acquired on April 25, 2012 upon receipt of shares distributed by Issuer pursuant to a 5 for 4 stock split.
2. Represents shares held for the benefit of the Reporting Person by the HEICO Corporation 401(k) Plan based on a plan statement dated December 12, 2012 as adjusted for stock dividends and stock splits.
3. Includes 1956 shares of Class A Common Stock and 7,229 shares of Common Stock acquired on April 25, 2012 upon receipt of shares distributed by the Issuer pursuant to a 5 for 4 stock split.
4. As adjusted for stock dividends and stock splits.

Remarks:

Thomas S. Irwin

12/14/2012

** 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.

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