

☐ 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>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <div><input checked="" type="checkbox"/> Director 10% Owner</div> <div><input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Co-President</u></div>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/17/2017</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <div><input checked="" type="checkbox"/> Form filed by One Reporting Person</div> <div>Form filed by More than One Reporting Person</div>

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			

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)	\$16.1751							(1)	09/14/2019	Common Stock	244,141		244,141	D	
Option (Right to purchase Common Stock)	\$21.4426							(2)	09/13/2020	Common Stock	195,313		195,313	D	
Option (Right to purchase Common Stock)	\$31.1232							(3)	09/12/2021	Common Stock	156,250		156,250	D	
Option (Right to purchase Common Stock)	\$41.816							(4)	06/10/2023	Common Stock	62,500		62,500	D	
Option (Right to purchase Common Stock)	\$57.95							(5)	06/08/2025	Common Stock	50,000		50,000	D	
Option (Right to purchase Common Stock)	\$48.73							(6)	12/14/2025	Common Stock	50,000		50,000	D	
Option (Right to purchase Class A Common Stock)	\$30.176							(7)	06/10/2023	Class A Common Stock	62,500		62,500	D	
Common Stock	\$87.82	03/17/2017		A		100,000		(8)	03/17/2027	Common Stock	100,000	\$0	100,000	D	

Explanation of Responses:

1. The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate of 244,141 shares of Common Stock at an exercise price of \$16.1751 per share, as adjusted for stock splits and stock dividends. These Options become exercisable on various dates and expire on September 14, 2019.
2. The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate of 195,313 shares of Common Stock at an exercise price of \$21.4426 per share, as adjusted for stock splits and stock dividends. These Options become exercisable on various dates and expire on September 13, 2020.
3. The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate of 156,250 shares of Common Stock at an exercise price of \$31.1232 per share, as adjusted for stock splits and stock dividends. These Options become exercisable on various dates and expire on September 12, 2021.
4. The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate of 62,500 shares of Common Stock at an exercise price of \$41.8160 per share, as adjusted for stock splits and stock dividends. These Options become exercisable on various dates and expire on June 10, 2023.
5. The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate of 50,000 shares of Common Stock at an exercise price of \$57.95 per share, as adjusted for stock splits and

stock dividends. These Options become exercisable on various dates and expire on June 8, 2025.

6. The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate of 50,000 shares of Common Stock at an exercise price of \$48.73 per share, as adjusted for stock splits and stock dividends. These Options become exercisable on various dates and expire on December 14, 2025.

7. The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate of 62,500 shares of Class A Common Stock at an exercise price of \$30.1760 per share, as adjusted for stock splits and stock dividends. These Options become exercisable on various dates and expire on June 10, 2023.

8. These Options become exercisable 20% per year over five years from the date of Grant.

Remarks:

/s/ Eric A. Mendelson

03/20/2017

** 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.