

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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

1. Name and Address of Reporting Person* <u>MENDELSON VICTOR H</u>			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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Co-President</u>	
(Last) (First) (Middle) <u>825 BRICKELL BAY DRIVE, SUITE 1644</u>			3. Date of Earliest Transaction (Month/Day/Year) <u>12/18/2014</u>			
(Street) <u>MIAMI FL 33131</u>			4. If Amendment, Date of Original Filed (Month/Day/Year) <u>12/19/2014</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	
(City) (State) (Zip)						

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	12/23/2014		G	V	3,115	D	\$0	279,176 ⁽¹⁾	D	
Class A Common Stock	12/18/2014		P		1,910	A	\$46.9878	142,386 ⁽²⁾	D	
Class A Common Stock								156,515	I	Owned by Corporation ⁽³⁾
Common Stock								88,328	I	Owned by Partnership ⁽⁴⁾
Common Stock								1,439 ⁽⁵⁾	I	As custodian for minor children
Class A Common Stock								8,990 ⁽⁶⁾	I	As custodian for minor children
Common Stock								46,258	I	By 401(k) ⁽⁷⁾
Class A Common Stock								43,693	I	By 401(k) ⁽⁷⁾
Common Stock								472 ⁽⁵⁾	I	By Keogh Account
Class A Common Stock	12/18/2014		P		635	A	\$46.9878	6,750 ⁽⁸⁾	I	By Keogh Account
Common Stock								238,245	I	By Trusts ⁽⁹⁾
Class A Common Stock								70,248 ⁽⁶⁾	I	By Trusts ⁽⁹⁾
Common Stock								14,750	I	By Trusts ⁽¹⁰⁾
Class A Common Stock								4,335	I	By Trusts ⁽¹⁰⁾

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					
										Amount or Number of Shares				

Explanation of Responses:

1. This line item has been amended to reflect the Reporting Person's direct ownership of Common Stock following the subject transaction based on the Reporting Person's Form 5, filed with the Securities and Exchange Commission on February 12, 2015.
2. This line item has been amended to reflect the Reporting Person's direct ownership of Class A Common Stock following the subject transaction based on the Reporting Person's Form 5, filed with the Securities and Exchange Commission on February 12, 2015.

- 3. Represents shares owned by Mendelson International Corporation whose stock is owned solely by the Reporting Person and Eric Mendelson, the brother of the Reporting Person.
- 4. Represents shares owned by VHM Management Limited Partners, a partnership whose sole general partner is a corporation controlled by the Reporting Person.
- 5. This line item has been amended to reflect the Reporting Person's indirect ownership of Common Stock based on the Reporting Person's Form 5, filed with the Securities and Exchange Commission on February 12, 2015.
- 6. This line item has been amended to reflect the Reporting Person's indirect ownership of Class A Common Stock based on the Reporting Person's Form 5, filed with the Securities and Exchange Commission on February 12, 2015.
- 7. Represents shares held for the benefit of the Reporting Person by the HEICO Corporation 401(k), based on a plan statement dated January 16, 2015.
- 8. This line item has been amended to reflect the Reporting Person's indirect ownership of Class A Common Stock following the subject transaction based on the Reporting Person's Form 5, filed with the Securities and Exchange Commission on February 12, 2015.
- 9. 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.
- 10. Represents shares owned by the Victor H. Mendelson Revocable Investment Trust which is owned solely by the Reporting Person.

Remarks:

/s/ Victor H. Mendelson02/12/2015

** Signature of Reporting PersonDate

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.