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

FORM 10-Q

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Quarterly Period Ended July 31, 2006 or

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

For the transition period from ______ to _______

Commission file number 1-4604

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

Florida	65-0341002
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
3000 Taft Street, Hollywood, Florida	33021
(Address of principal executive offices)	(Zip Code)

(954) 987-4000
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes [X] No [ ]

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer [ ] Accelerated filer [X] Non-accelerated filer [ ]

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes [ ] No [X]

The number of shares outstanding of each of the registrant's classes of common stock as of August 31, 2006:

Common Stock, $.01 par value	10,297,064 shares
Class A Common Stock, $.01 par value	15,026,802 shares

HEICO CORPORATION

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PART I. ITEM 1. FINANCIAL INFORMATION

HEICO CORPORATION AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEETS - UNAUDITED

	JULY 31, 2006	OCTOBER 31, 2005
ASSETS		
Current assets:		
Cash and cash equivalents	$ 6,371,000	$ 5,330,000
Accounts receivable, net	61,831,000	47,668,000
Inventories, net	90,668,000	62,758,000
Prepaid expenses and other current assets	3,990,000	3,159,000
Deferred income taxes	9,030,000	7,218,000
Total current assets	171,890,000	126,133,000
Property, plant and equipment, net	48,894,000	46,663,000
Goodwill	272,037,000	248,229,000
Other assets	21,517,000	14,599,000
Total assets	$ 514,338,000	$ 435,624,000
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Short-term debt and current maturities of long-term debt	$ 56,000	$ 63,000
Trade accounts payable	18,023,000	11,129,000
Accrued expenses and other current liabilities	33,152,000	32,473,000
Income taxes payable	1,606,000	6,285,000
Total current liabilities	52,837,000	49,950,000
Long-term debt, net of current maturities	60,030,000	34,061,000
Deferred income taxes	27,762,000	22,431,000
Other non-current liabilities	5,537,000	6,644,000
Total liabilities	146,166,000	113,086,000
Minority interests in consolidated subsidiaries	61,097,000	49,035,000
Commitments and contingencies (Note 12)		
Shareholders' equity:		
Preferred Stock, $.01 par value per share; 10,000,000 shares authorized; 300,000 shares designated as Series B Junior Participating Preferred Stock and 300,000 shares designated as Series C Junior Participating Preferred Stock; none issued	--	--
Common Stock, $.01 par value per share; 30,000,000 shares authorized; 10,296,989 and 10,057,690 shares issued and outstanding, respectively	103,000	101,000
Class A Common Stock, $.01 par value per share; 30,000,000 shares authorized; 15,015,718 and 14,517,669 shares issued and outstanding, respectively	150,000	145,000
Capital in excess of par value	205,424,000	192,523,000
Accumulated other comprehensive income (loss)	36,000	(65,000)
Retained earnings	101,362,000	80,799,000
Total shareholders' equity	307,075,000	273,503,000
Total liabilities and shareholders' equity	$ 514,338,000	$ 435,624,000

The accompanying notes are an integral part of these condensed consolidated financial statements.

HEICO CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS - UNAUDITED

	NINE MONTHS ENDED JULY 31,		THREE MONTHS ENDED JULY 31,	
	2006	2005	2006	2005
Net sales	$ 282,365,000	$ 193,123,000	$ 102,172,000	$ 69,169,000
Operating costs and expenses:				
Cost of sales	179,192,000	121,799,000	64,587,000	43,170,000
Selling, general and administrative expenses	53,879,000	39,481,000	20,197,000	14,250,000
Total operating costs and expenses	233,071,000	161,280,000	84,784,000	57,420,000
Operating income	49,294,000	31,843,000	17,388,000	11,749,000
Interest expense	(2,627,000)	(785,000)	(958,000)	(252,000)
Interest and other income	365,000	421,000	111,000	341,000
Income before income taxes and minority interests	47,032,000	31,479,000	16,541,000	11,838,000
Income tax expense	16,193,000	11,430,000	5,462,000	4,294,000
Income before minority interests	30,839,000	20,049,000	11,079,000	7,544,000
Minority interests' share of income	8,272,000	3,862,000	2,803,000	1,498,000
Net income	$ 22,567,000	$ 16,187,000	$ 8,276,000	$ 6,046,000
Net income per share:				
Basic	$ .90	$ .66	$ .33	$ .25
Diluted	$ .85	$ .62	$ .31	$ .23
Weighted average number of common shares outstanding:				
Basic	24,997,560	24,425,235	25,291,566	24,500,372
Diluted	26,521,065	26,280,695	26,710,192	26,368,520
Cash dividends per share	$ 0.080	$ 0.050	$ 0.040	$ 0.025

The accompanying notes are an integral part of these condensed consolidated financial statements.

HEICO CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS - UNAUDITED

	NINE MONTHS ENDED JULY 31,	
	2006	2005
Operating Activities:		
Net income	$ 22,567,000	$ 16,187,000
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	6,636,000	5,267,000
Deferred income tax provision	2,839,000	2,914,000
Minority interests' share of income	8,272,000	3,862,000
Tax benefit from stock option exercises	7,252,000	2,826,000
Excess tax benefit from stock option exercises	(1,139,000)	--
Stock option compensation expense	1,187,000	1,000
Changes in assets and liabilities, net of acquisitions:		
Increase in accounts receivable	(6,690,000)	(2,760,000)
Increase in inventories	(11,038,000)	(8,833,000)
Increase in prepaid expenses and other current assets	(148,000)	(352,000)
Increase in trade accounts payables, accrued expenses and other current liabilities	2,111,000	4,136,000
Decrease in income taxes payable	(4,705,000)	(2,257,000)
Other	16,000	(27,000)
Net cash provided by operating activities	27,160,000	20,964,000
Investing Activities:		
Acquisitions and related costs, net of cash acquired	(45,618,000)	(19,043,000)
Capital expenditures	(7,055,000)	(6,804,000)
Proceeds from sale of building held for sale	--	3,520,000
Other	539,000	224,000
Net cash used in investing activities	(52,134,000)	(22,103,000)
Financing Activities:		
Borrowings on revolving credit facility	46,000,000	22,000,000
Payments on revolving credit facility	(20,000,000)	(18,000,000)
Borrowings on short-term line of credit	1,000,000	--
Payments on short-term line of credit	(3,000,000)	--
Cash dividends paid	(2,004,000)	(1,224,000)
Proceeds from stock option exercises	4,471,000	1,338,000
Excess tax benefit from stock option exercises	1,139,000	--
Other	(1,638,000)	(554,000)
Net cash provided by financing activities	25,968,000	3,560,000
Effect of exchange rate changes on cash	47,000	--
Net increase in cash and cash equivalents	1,041,000	2,421,000
Cash and cash equivalents at beginning of year	5,330,000	214,000
Cash and cash equivalents at end of period	$ 6,371,000	$ 2,635,000

The accompanying notes are an integral part of these condensed consolidated financial statements.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

BASIS OF PRESENTATION

The accompanying unaudited condensed consolidated financial statements of HEICO Corporation and its subsidiaries (the "Company") have been prepared in conformity with accounting principles generally accepted in the United States of America for interim financial information and in accordance with the instructions to Form 10-Q. Therefore, the condensed consolidated financial statements do not include all information and footnotes normally included in annual consolidated financial statements and should be read in conjunction with the consolidated financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the year ended October 31, 2005. The October 31, 2005 Condensed Consolidated Balance Sheet has been derived from the Company's audited consolidated financial statements. In the opinion of management, the unaudited condensed consolidated financial statements contain all adjustments (consisting principally of normal recurring accruals) necessary for a fair presentation of the condensed consolidated balance sheets, statements of operations and statements of cash flows for such interim periods presented. The results of operations for the nine months ended July 31, 2006 are not necessarily indicative of the results which may be expected for the entire fiscal year.

STOCK BASED COMPENSATION

Effective November 1, 2005, the Company adopted Statement of Financial Accounting Standards ("SFAS") No. 123(R), "Share-Based Payment", as interpreted by the Securities and Exchange Commission in Staff Accounting Bulletin No. 107 and began recording compensation expense associated with stock options. SFAS No. 123(R) requires companies to recognize in the statement of operations the cost of employee services received in exchange for awards of equity instruments based on the grant date fair value of those awards (with limited exceptions). Prior to the adoption of SFAS No. 123(R), the Company accounted for stock-based employee compensation using the intrinsic value method prescribed by Accounting Principles Board ("APB") Opinion No. 25, "Accounting for Stock Issued to Employees". Accordingly, compensation expense had only been recorded in the consolidated financial statements for any stock options granted below fair market value of the underlying stock as of the date of grant.

The Company adopted the modified prospective transition method provided for under SFAS No. 123(R) and accordingly, prior period results have not been retroactively adjusted. The modified prospective transition method requires that stock-based compensation expense be recorded for (i) all new stock options granted on or after November 1, 2005 based on the grant date fair value determined under the provisions of SFAS No. 123(R) and (ii) all unvested stock options granted prior to November 1, 2005 based on the grant date fair value as determined under the provisions of SFAS No. 123.

Beginning in fiscal 2006, the Company has presented the cash flows resulting from tax deductions in excess of the cumulative compensation cost recognized for stock options exercised on or after November 1, 2005 ("excess tax benefit") as a financing activity in the Condensed Consolidated Statements of Cash Flows as prescribed by SFAS No. 123(R). Prior to the adoption of SFAS No. 123(R), the Company presented all tax benefits resulting from stock option exercises as an operating activity in the Condensed Consolidated Statements of Cash Flows. For the nine months ended July 31, 2006, the excess tax benefit from stock option exercises of $1,139,000 was presented in financing activities in the Company's Condensed Consolidated Statements of Cash Flows.

As a result of the adoption of SFAS No. 123(R), the Company's net income for the nine months and three months ended July 31, 2006 includes compensation expense of $1,187,000 and $300,000, respectively, and income tax benefit related to the Company's stock options of $351,000 and $84,000, respectively. Substantially all of the stock option compensation expense was recorded as a component of selling, general and administrative expenses in the Company's Condensed Consolidated Statements of Operations.

The following table illustrates the pro forma effects on net income and net income per share as if the Company had applied the fair value recognition provisions of SFAS No. 123 to stock-based compensation during the nine months and three months ended July 31, 2005:

	NINE MONTHS ENDED JULY 31, 2005	THREE MONTHS ENDED JULY 31, 2005
Net income, as reported	$ 16,187,000	$ 6,046,000
Add: Stock-based employee compensation expense included in reported net income, net of tax	1,000	--
Deduct: Stock-based employee compensation expense determined under a fair-value method, net of tax	(902,000)	(280,000)
Pro forma net income	$ 15,286,000	$ 5,766,000
Net income per share:		
Basic - as reported	$ .66	$ .25
Basic - pro forma	$ .63	$ .24
Diluted - as reported	$ .62	$ .23
Diluted - pro forma	$ .58	$ .22

Further information regarding stock options can be found in Note 8, Stock Options.

OTHER NEW ACCOUNTING PRONOUNCEMENTS

In November 2004, the Financial Accounting Standards Board ("FASB") issued SFAS No. 151, "Inventory Costs, an amendment of ARB No. 43, Chapter 4". SFAS No. 151 requires the allocation of fixed production overhead costs be based on the normal capacity of the production facilities and unallocated overhead costs recognized as an expense in the period incurred. The Statement also clarifies that abnormal inventory costs such as costs of idle facilities, excess freight and handling costs, and wasted materials (spoilage) are required to be recognized as current period charges. The provisions of SFAS No. 151 are effective for fiscal years beginning after June 15, 2005. The adoption of SFAS No. 151 did not have a material effect on the Company's results of operations, financial position, or cash flows.

In March 2005, the FASB issued FASB Interpretation No. 47 ("FIN 47"), "Accounting for Conditional Asset Retirement Obligations--an interpretation of FASB Statement No. 143." This Interpretation clarifies the timing of liability recognition for legal obligations associated with an asset retirement when the timing and (or) method of settling the obligation are conditional on a future event that may or may not be within the control of the entity. FIN 47 is effective no later than the end of fiscal years ending after December 15, 2005. The Company does not expect the adoption of FIN 47 to have a material effect on its results of operations, financial position, or cash flows.

In May 2005, the FASB issued SFAS No. 154, "Accounting Changes and Error Corrections, a replacement of APB Opinion No. 20 and FASB Statement No. 3." SFAS No. 154 changes the requirements for the accounting and reporting of a change in accounting principle. The Statement eliminates the requirement in APB Opinion No. 20 to include the cumulative effect of changes in accounting principle in the income statement in the period of change, and instead requires that changes in accounting principle be retrospectively applied unless it is impracticable to determine either the period-specific effects or the cumulative effect of the change. The Statement applies to all voluntary changes in accounting principle. SFAS No. 154 is effective for changes made in fiscal years beginning after December 15, 2005. The Company does not expect the adoption of SFAS No. 154 to have a material effect on its results of operations, financial position, or cash flows.

In June 2006, the FASB issued FIN 48, "Accounting for Uncertainty in Income Taxes--an interpretation of FASB Statement No. 109," which seeks to reduce the diversity in practice associated with the accounting and reporting for uncertainty in income tax positions. This Interpretation prescribes a comprehensive model for the financial statement recognition, measurement, presentation and disclosure of uncertain tax positions taken or expected to be taken in an income tax return. FIN 48 presents a two-step process for evaluating a tax position. The first step is to determine whether it is more-likely-than-not that a tax position will be sustained upon examination, based on the technical merits of the position. The second step is to measure the benefit to be recorded from tax positions that meet the more-likely-than-not recognition threshold, by determining the largest amount of tax benefit that is greater than 50 percent likely of being realized upon ultimate settlement, and recognizing that amount in the financial statements. FIN 48 is effective for fiscal years beginning after December 15, 2006. The Company is currently evaluating the impact that the adoption of FIN 48 will have on its results of operations, financial position, and cash flows.

2. ACQUISITIONS

In November 2005, the Company, through its HEICO Aerospace Holdings Corp. subsidiary, acquired a 51% interest in the assets and business of Seal Dynamics LLC ("SDI"). The remaining 49% interest is principally held by a member of SDI's management group. As part of the agreement to acquire a 51% interest in SDI, the Company has the right to purchase the remaining 49% interest over a seven-year period beginning approximately after the second anniversary of the acquisition, or sooner under certain conditions, and the minority holder has the right to cause the Company to purchase the same equity interest over the same period. SDI is a distributor and designer of FAA-approved hydraulic, pneumatic, mechanical and electro-mechanical components for the commercial, regional and general aviation markets.

In November 2005, the Company, through its HEICO Electronic Technologies Corp. subsidiary, acquired all of the stock of Engineering Design Team, Inc. and substantially all of the assets of its affiliate (collectively "EDT"). Subject to meeting certain earnings objectives during the first four years following the acquisition, the Company may be obligated to pay additional consideration of up to $53.0 million in aggregate. EDT specializes in the design, manufacture and sale of advanced high-technology, high-speed interface products that link devices such as telemetry receivers, digital cameras, high resolution scanners, simulation systems and test systems to almost any computer. EDT's products are utilized in homeland security, defense, medical, research, astronomical and other applications across numerous industries.

In May 2006, the Company, through its HEICO Aerospace Holdings Corp. subsidiary, acquired all of the stock of Arger Enterprises, Inc. and its related companies (collectively "Arger"). Arger designs and distributes FAA-approved aircraft and engine parts primarily for the commercial aviation market. The Company intends to combine the operations of Arger within other subsidiaries of HEICO Aerospace Holdings Corp. during the year following the acquisition. Accordingly, the Company recognized a $1.8 million restructuring liability as part of the acquisition costs consisting principally of employee termination and relocation costs, moving costs and associated expenses and contract termination costs. As of July 31, 2006, $.2 million of such accrued costs had been paid.

The acquisitions of SDI, EDT and Arger were accounted for using the purchase method of accounting. The purchase price of each acquisition was principally paid in cash using proceeds from the Company's revolving credit facility and was not significant to the Company's consolidated financial statements individually. The allocation of the purchase price of each acquisition to the tangible and identifiable intangible assets acquired and liabilities assumed in these condensed consolidated financial statements is preliminary until the Company obtains final information regarding their fair values.

The results of operations of SDI, EDT and Arger were included in the Company's results of operations from their effective acquisition date. The following table presents the Company's unaudited pro forma consolidated operating results assuming the acquisitions of SDI, EDT and Arger had been consummated as of the beginning of fiscal 2005. The pro forma financial information is presented for comparative purposes only and is not necessarily indicative of the results of operations that actually would have been achieved if the acquisitions had taken place as of the beginning of fiscal 2005. The unaudited pro forma financial information includes adjustments to historical amounts such as additional amortization expense related to acquired intangible assets, increased interest expense associated with borrowings to finance the acquisitions, increased performance awards under the terms of the acquisitions and the incremental minority interest in the net income of SDI and Arger.

	NINE MONTHS ENDED JULY 31,		THREE MONTHS ENDED JULY 31,	
	2006	2005	2006	2005
Net sales	$ 292,635,000	$ 248,034,000	$ 103,273,000	$ 87,427,000
Net income	$ 22,251,000	$ 18,307,000	$ 8,157,000	$ 6,378,000
Net income per share:				
Basic	$ .89	$ .75	$ .32	$ .26
Diluted	$ .84	$ .70	$ .31	$ .24

Cash investing activities related to acquisitions (principally SDI, EDT, and Arger), including contingent purchase price payments to previous owners of acquired businesses, and adjustments to the preliminary allocation of the purchase price of prior year acquisitions to the assets acquired and liabilities assumed for the nine months ended July 31, 2006 is as follows:

	NINE MONTHS ENDED JULY 31, 2006
Fair values of assets acquired and liabilities assumed:	
Liabilities assumed	$ 11,054,000
Minority interests in consolidated subsidiaries	5,358,000
Less:	
Goodwill	23,536,000
Inventories, net	16,846,000
Identifiable intangible assets	9,080,000
Accounts receivable, net	7,424,000
Accrued additional purchase consideration	3,045,000
Other assets	2,099,000
Acquisitions and related costs, net of cash acquired	$ (45,618,000)

Accrued additional purchase consideration in the above table represents amounts accrued as of October 31, 2005 as a component of goodwill in accordance with the agreements related to certain prior year acquisitions that were paid in fiscal 2006.

3. SELECTED FINANCIAL STATEMENT INFORMATION

ACCOUNTS RECEIVABLE

	JULY 31, 2006	OCTOBER 31, 2005
Accounts receivable	$ 64,557,000	$ 49,816,000
Less: Allowance for doubtful accounts	(2,726,000)	(2,148,000)
Accounts receivable, net	$ 61,831,000	$ 47,668,000

COSTS AND ESTIMATED EARNINGS ON UNCOMPLETED PERCENTAGE-OF-COMPLETION CONTRACTS

	JULY 31, 2006	OCTOBER 31, 2005
Costs incurred on uncompleted contracts	$ 16,527,000	$ 18,344,000
Estimated earnings	10,138,000	11,252,000
	26,665,000	29,596,000
Less: Billings to date	(19,418,000)	(21,747,000)
	$ 7,247,000	$ 7,849,000
Included in accompanying condensed consolidated balance sheets under the following captions:		
Accounts receivable, net (costs and estimated earnings in excess of billings)	$ 7,648,000	$ 7,889,000
Accrued expenses and other current liabilities (billings in excess of costs and estimated earnings)	(401,000)	(40,000)
	$ 7,247,000	$ 7,849,000

Changes in estimates did not have a material effect on net income or diluted net income per share in the nine months and three months ended July 31, 2006 and 2005.

INVENTORIES

	JULY 31, 2006	OCTOBER 31, 2005
Finished products	$ 47,261,000	$ 26,136,000
Work in process	12,788,000	12,634,000
Materials, parts, assemblies and supplies	30,619,000	23,988,000
Inventories, net	$ 90,668,000	$ 62,758,000

Inventories related to long-term contracts were not significant as of July 31, 2006 and October 31, 2005.

PROPERTY, PLANT AND EQUIPMENT

	JULY 31, 2006	OCTOBER 31, 2005
Land	$ 3,155,000	$ 3,155,000
Buildings and improvements	25,311,000	25,344,000
Machinery, equipment and tooling	56,863,000	53,460,000
Construction in progress	6,369,000	3,128,000
	91,698,000	85,087,000
Less: Accumulated depreciation and amortization	(42,804,000)	(38,424,000)
Property, plant and equipment, net	$ 48,894,000	$ 46,663,000

4. GOODWILL AND OTHER INTANGIBLE ASSETS

The Company has two operating segments: the Flight Support Group ("FSG") and the Electronic Technologies Group ("ETG"). Changes in the carrying amount of goodwill by operating segment for the nine months ended July 31, 2006 are as follows:

	SEGMENT (1)		CONSOLIDATED
	FSG	ETG	TOTALS
Balances as of October 31, 2005	$ 139,343,000	$ 108,886,000	$ 248,229,000
Goodwill acquired	19,863,000	3,188,000	23,051,000
Adjustments to goodwill	497,000	260,000	757,000
Balances as of July 31, 2006	$ 159,703,000	$ 112,334,000	$ 272,037,000

(1) During the third quarter of fiscal 2006, one of the Company's subsidiaries formerly included in the ETG was reclassified to the FSG. Balances as of October 31, 2005 have been retroactively restated to reflect the revised segment classification.

The goodwill acquired is a result of the acquisitions described in Note 2, Acquisitions. Adjustments to goodwill consist primarily of adjustments related to the preliminary allocation of the purchase price of prior year acquisitions to the assets acquired and liabilities assumed (see Note 2) and contingent purchase price payments to previous owners of acquired businesses.

Identifiable intangible assets, which are recorded within other assets in the Company's Condensed Consolidated Balance Sheets, consist of:

	AS OF JULY 31, 2006			AS OF OCTOBER 31, 2005		
	GROSS CARRYING AMOUNT	ACCUMULATED AMORTIZATION	NET CARRYING AMOUNT	GROSS CARRYING AMOUNT	ACCUMULATED AMORTIZATION	NET CARRYING AMOUNT
Amortizing Assets:						
Customer relationships	$ 3,969,000	$ (385,000)	$ 3,584,000	$ 0	$ 0	$ 0
Intellectual property	1,992,000	(374,000)	1,618,000	--	--	--
Licenses	1,000,000	(308,000)	692,000	1,000,000	(252,000)	748,000
Non-compete agreements	800,000	(356,000)	444,000	660,000	(129,000)	531,000
Patents	541,000	(91,000)	450,000	477,000	(60,000)	417,000
	8,302,000	(1,514,000)	6,788,000	2,137,000	(441,000)	1,696,000
Non-Amortizing Assets:						
Trade names	6,629,000	--	6,629,000	3,650,000	--	3,650,000
	$ 14,931,000	$ (1,514,000)	$ 13,417,000	$ 5,787,000	$ (441,000)	$ 5,346,000

The increase in the gross carrying amount of customer relationships, intellectual property, non-compete agreements and trade names as of July 31, 2006 compared to October 31, 2005 principally relates to such intangible assets recognized in connection with the acquisitions of EDT, SDI and Arger (see Note 2, Acquisitions). A portion of the change in the gross carrying amount of trade names and non-compete agreements reflects adjustments to the preliminary allocation of the purchase price of prior year acquisitions to such identifiable intangible assets (see Note 2). The weighted average amortization period of the customer relationships, intellectual property and non-compete agreements acquired during the nine months ended July 31, 2006 is approximately six years, four years, and six years, respectively.

Amortization expense of other intangible assets for the nine months and three months ended July 31, 2006 was $1,073,000 and $380,000, respectively. Amortization expense of other intangible assets for the fiscal year ending October 31, 2006 is estimated to be $1,472,000. Amortization expense for each of the next five fiscal years is estimated to be $1,526,000 in fiscal 2007, $1,373,000 in fiscal 2008, $1,257,000 in fiscal 2009, $612,000 in fiscal 2010 and $612,000 in fiscal 2011.

5. SHORT-TERM AND LONG-TERM DEBT

In June 2006, one of the Company's subsidiaries entered into a $7.0 million short-term line of credit with a bank, which expires in April 2007. The line of credit may be used for inventory purchases and other working capital needs and is secured by all the assets of the subsidiary. Advances under the line of credit bear interest at the subsidiary's choice of the "Prime Rate Advance" (prime rate less .75%) or "LIBOR Advance" (LIBOR rate plus .75%). As of July 31, 2006, no borrowings were outstanding under the line of credit.

Long-term debt consists of:

	JULY 31, 2006	OCTOBER 31, 2005
Borrowings under revolving credit facility	$ 58,000,000	$ 32,000,000
Industrial Development Revenue Refunding Bonds - Series 1988	1,980,000	1,980,000
Capital leases and equipment loans	106,000	144,000
	60,086,000	34,124,000
Less: Current maturities of long-term debt	(56,000)	(63,000)
	$ 60,030,000	$ 34,061,000

In July 2006, the Company amended its $130 million revolving credit facility principally to include a less restrictive covenant regarding requisite approval of acquisitions by the bank syndicate. The prior covenant relating to approval by the bank syndicate of acquisitions in excess of an aggregate of $50 million over any twelve-month period was eliminated provided the Company maintains an agreed upon, or lower, leverage ratio.

As of July 31, 2006 and October 31, 2005, the weighted average interest rates on borrowings under the Company's revolving credit facility were 6.1% and 4.7%, respectively. The revolving credit facility contains both financial and non-financial covenants. As of July 31, 2006, the Company believes it is in compliance with all such covenants.

The interest rates on the Series 1988 industrial development revenue bonds were 3.7% and 2.8% as of July 31, 2006 and October 31, 2005, respectively.

6. INCOME TAXES

As previously reported, certain individual holders of non-qualified stock options issued by the Company exchanged certain stock options for annuity contracts in 1999 - 2002. As a result, the recognition of compensation income otherwise reportable upon the exercise of stock options was deferred by the individual holders. Based on a preliminary agreement between the individuals and the Internal Revenue Service, the remaining compensation income was accelerated and reported by the individuals on income tax returns filed during the current year. As a result, the Company's corresponding compensation deduction benefit was recognized in its fiscal 2005 income tax return filed in July 2006. Accordingly, the Company recorded a $5.0 million tax benefit from stock option exercises during the third quarter of fiscal 2006 by increasing capital in excess of par value, a component of shareholders' equity in the Company's Condensed Consolidated Balance Sheets (see Note 7, Shareholders' Equity) and increasing the tax benefit from stock option exercises, a component of net cash provided by operating activities in the Company's Condensed Consolidated Statements of Cash Flows.

The Company claimed an income tax credit for qualified research and development activities in its income tax return for fiscal 2005 and an amended return for a previous tax year that were filed in the third quarter of fiscal 2006. The aggregate tax credit, net of expenses, increased net income by approximately $.2 million for the nine months and three months ended July 31, 2006. The Company is reviewing other open tax years and may file amendments to claim additional tax credits for qualified research and development activities incurred during such years. The benefit of such tax credits will be recorded when the Company has completed its review and sustainability is considered probable.

7. SHAREHOLDERS' EQUITY

Changes in consolidated shareholders' equity for the nine months ended July 31, 2006 are as follows:

	COMMON STOCK	CLASS A COMMON STOCK	CAPITAL IN EXCESS OF PAR VALUE	ACCUMULATED OTHER COMPREHENSIVE INCOME/(LOSS)	RETAINED EARNINGS
Balances as of October 31, 2005	$ 101,000	$ 145,000	$ 192,523,000	$ (65,000)	$ 80,799,000
Net income	--	--	--	--	22,567,000
Foreign currency translation adjustments	--	--	--	101,000	--
Cash dividends ($.08 per share)	--	--	--	--	(2,004,000)
Tax benefit from stock option exercises	--	--	7,252,000	--	--
Proceeds from stock option exercises	3,000	5,000	4,463,000	--	--
Stock option compensation expense	--	--	1,187,000	--	--
Other	(1,000)	--	(1,000)	--	--
Balances as of July 31, 2006	$ 103,000	$ 150,000	$ 205,424,000	$ 36,000	$ 101,362,000

8. STOCK OPTIONS

The Company currently has two stock option plans, the 2002 Stock Option Plan ("2002 Plan") and the Non-Qualified Stock Option Plan under which stock options may be granted. The Company's 1993 Stock Option Plan ("1993 Plan") terminated in March 2003 on the tenth anniversary of its effective date. No options may be granted under the 1993 Plan after such termination date; however, options outstanding as of the termination date may be exercised pursuant to their terms. In addition, the Company granted stock options to two former shareholders of an acquired business pursuant to employment agreements entered into in connection with the acquisition in fiscal 1999. A total of 2,958,616 shares of the Company's stock are reserved for issuance to employees, directors, officers, and consultants as of July 31, 2006, including 2,796,153 shares currently under option and 162,463 shares available for future grants. Options issued under the 2002 Plan may be designated as incentive stock options or non-qualified stock options. Incentive stock options are granted with an exercise price of not less than 100% of the fair market value of the Company's common stock as of date of grant (110% thereof in certain cases) and are exercisable in percentages specified as of the date of grant over a period up to ten years. Only employees are eligible to receive incentive stock options. Non-qualified stock options under the 2002 Plan may be granted at less than fair market value and may be immediately exercisable. Options granted under the Non-Qualified Stock Option Plan may be granted with an exercise price of no less than the fair market value of the Company's common stock as of the date of grant and are generally exercisable in four equal annual installments commencing one year from the date of grant. The options granted pursuant to the 2002 Plan may be designated as Common Stock and/or Class A Common Stock in such proportions as shall be determined by the Board of Directors or the Stock Option Plan Committee in its sole discretion. The stock options granted to two former shareholders of an acquired business were fully vested and transferable as of the grant date and expire ten years from the date of grant. The exercise price of such options was the fair market value as of the date of grant. Options under all stock option plans expire not later than ten years after the date of grant, unless extended by the Stock Option Plan Committee or the Board of Directors.

Information concerning stock option activity for the nine months ended July 31, 2006 is as follows:

	SHARES AVAILABLE FOR GRANT	SHARES UNDER OPTION: SHARES	SHARES UNDER OPTION: WEIGHTED AVERAGE EXERCISE PRICE
Outstanding as of October 31, 2005	156,303	3,588,680	$ 9.50
Granted	--	--	$ --
Cancelled	6,160	(9,491)	$ 8.95
Exercised	--	(783,036)	$ 7.14
Outstanding as of July 31, 2006	162,463	2,796,153	$ 10.16

Information concerning stock options outstanding and stock options exercisable by class of common stock as of July 31, 2006 is as follows:

COMMON STOCK

	OPTIONS OUTSTANDING			
RANGE OF EXERCISE PRICES	NUMBER OUTSTANDING	WEIGHTED AVERAGE EXERCISE PRICE	WEIGHTED AVERAGE REMAINING CONTRACTUAL LIFE (YEARS)	AGGREGATE INTRINSIC VALUE
$1.16 - $ 2.90	111,182	$ 1.84	1.1	$ 3,225,000
$2.91 - $ 7.00	127,250	$ 6.31	0.4	3,123,000
$7.01 - $12.00	583,000	$ 8.97	5.1	12,755,000
$12.01 - $21.92	456,750	$ 14.21	4.5	7,600,000
	1,278,182	$ 9.96	4.1	$ 26,703,000

	OPTIONS EXERCISABLE			
RANGE OF EXERCISE PRICES	NUMBER EXERCISABLE	WEIGHTED AVERAGE EXERCISE PRICE	WEIGHTED AVERAGE REMAINING CONTRACTUAL LIFE (YEARS)	AGGREGATE INTRINSIC VALUE
$1.16 - $ 2.90	111,182	$ 1.84	1.1	$ 3,225,000
$2.91 - $ 7.00	127,250	$ 6.31	0.4	3,123,000
$7.01 - $12.00	460,999	$ 9.19	4.8	9,986,000
$12.01 - $21.92	450,750	$ 14.22	4.5	7,495,000
	1,150,181	$ 10.13	3.8	$ 23,829,000

CLASS A COMMON STOCK

	OPTIONS OUTSTANDING			
RANGE OF EXERCISE PRICES	NUMBER OUTSTANDING	WEIGHTED AVERAGE EXERCISE PRICE	WEIGHTED AVERAGE REMAINING CONTRACTUAL LIFE (YEARS)	AGGREGATE INTRINSIC VALUE
$1.16 - $ 2.90	95,795	$ 1.71	1.1	$ 2,346,000
$2.91 - $ 7.00	150,735	$ 5.65	5.2	3,098,000
$7.01 - $12.00	684,159	$ 8.35	4.7	12,210,000
$12.01 - $21.92	587,282	$ 15.22	3.6	6,447,000
	1,517,971	$ 10.32	4.1	$ 24,101,000

	OPTIONS EXERCISABLE			
RANGE OF EXERCISE PRICES	NUMBER EXERCISABLE	WEIGHTED AVERAGE EXERCISE PRICE	WEIGHTED AVERAGE REMAINING CONTRACTUAL LIFE (YEARS)	AGGREGATE INTRINSIC VALUE
$1.16 - $ 2.90	95,795	$ 1.71	1.1	$ 2,346,000
$2.91 - $ 7.00	99,475	$ 5.71	4.5	2,039,000
$7.01 - $12.00	624,471	$ 8.31	4.6	11,170,000
$12.01 - $21.92	564,647	$ 15.31	3.5	6,149,000
	1,384,388	$ 10.52	3.9	$ 21,704,000

The aggregate intrinsic values in the tables above are calculated based on the difference between the closing price per share of the underlying common stock as reported on the New York Stock Exchange as of July 31, 2006 less the option exercise price (if a positive spread) multiplied by the number of stock options.

If there were a change in control of the Company, options outstanding for an additional 77,707 shares of Common Stock and 116,799 shares of Class A Common Stock would become immediately exercisable.

Information concerning stock options exercised during the nine months ended July 31, 2006 is as follows:

	NINE MONTHS ENDED JULY 31, 2006
Cash proceeds from stock option exercises	$ 4,471,000
Tax benefit realized from stock option exercises	1,391,000
Intrinsic value of stock option exercises	14,924,000

Effective as of November 1, 2005, the Company generally recognizes compensation expense ratably over the vesting period. As of July 31, 2006, there was $1.0 million of pretax unrecognized compensation expense related to nonvested stock options, which is expected to be recognized over a weighted average period of approximately 1.5 years.

9. RESEARCH AND DEVELOPMENT EXPENSES

Cost of sales for the nine months ended July 31, 2006 and 2005 includes approximately $12.2 million and $8.2 million, respectively, of new product research and development expenses. Cost of sales for the three months ended July 31, 2006 and 2005 includes approximately $4.0 million and $2.9 million, respectively, of new product research and development expenses. The expenses are net of reimbursements pursuant to research and development cooperation and joint venture agreements, which were not significant.

10. NET INCOME PER SHARE

The following table sets forth the computation of basic and diluted net income per share for the nine months and three months ended July 31:

	NINE MONTHS ENDED JULY 31,		THREE MONTHS ENDED JULY 31,	
	2006	2005	2006	2005
Numerator:				
Net income	$ 22,567,000	$ 16,187,000	$ 8,276,000	$ 6,046,000
Denominator:				
Weighted average common shares outstanding-basic	24,997,560	24,425,235	25,291,566	24,500,372
Effect of dilutive stock options	1,523,505	1,855,460	1,418,626	1,868,148
Weighted average common shares outstanding-diluted	26,521,065	26,280,695	26,710,192	26,368,520
Net income per share- basic	$ 0.90	$ 0.66	$ 0.33	$ 0.25
Net income per share- diluted	$ 0.85	$ 0.62	$ 0.31	$ 0.23
Anti-dilutive stock options excluded	16,720	197,241	1,000	155,705

11. OPERATING SEGMENTS

Information on the Company's two operating segments, the Flight Support Group ("FSG"), consisting of HEICO Aerospace Holdings Corp. and its subsidiaries, and the Electronic Technologies Group ("ETG"), consisting of HEICO Electronic Technologies Corp. and its subsidiaries, for the nine months and three months ended July 31, 2006 and 2005, respectively, as well as for the three months ended April 30, 2006 and 2005, January 31, 2006 and 2005, and October 31, 2005, is as follows:

	SEGMENT (1)		OTHER, PRIMARILY CORPORATE AND INTERSEGMENT	CONSOLIDATED TOTALS
	FSG	ETG		
For the nine months ended July 31, 2006:				
Net sales	$ 198,586,000	$ 83,858,000	$ (79,000)	$ 282,365,000
Depreciation and amortization	4,467,000	1,939,000	230,000	6,636,000
Operating income	33,832,000	25,036,000	(9,574,000)	49,294,000
Capital expenditures	5,915,000	1,034,000	106,000	7,055,000
For the nine months ended July 31, 2005:				
Net sales	$ 142,849,000	$ 50,421,000	$ (147,000)	$ 193,123,000
Depreciation and amortization	4,151,000	794,000	322,000	5,267,000
Operating income	25,347,000	12,075,000	(5,579,000)	31,843,000
Capital expenditures	6,337,000	441,000	26,000	6,804,000

	SEGMENT (1)		OTHER, PRIMARILY CORPORATE AND INTERSEGMENT	CONSOLIDATED TOTALS
	FSG	ETG		
For the three months ended July 31, 2006:				
Net sales	$ 71,069,000	$ 31,113,000	$ (10,000)	$ 102,172,000
Depreciation and amortization	1,570,000	670,000	73,000	2,313,000
Operating income	11,471,000	9,688,000	(3,771,000)	17,388,000
Capital expenditures	2,196,000	173,000	64,000	2,433,000
For the three months ended July 31, 2005:				
Net sales	$ 51,445,000	$ 17,748,000	$ (24,000)	$ 69,169,000
Depreciation and amortization	1,377,000	281,000	106,000	1,764,000
Operating income	9,795,000	4,479,000	(2,525,000)	11,749,000
Capital expenditures	3,632,000	132,000	11,000	3,775,000
For the three months ended April 30, 2006:				
Net sales	$ 63,839,000	$ 28,263,000	$ (10,000)	$ 92,092,000
Depreciation and amortization	1,462,000	641,000	71,000	2,174,000
Operating income	10,746,000	8,945,000	(3,071,000)	16,620,000
Capital expenditures	2,896,000	483,000	36,000	3,415,000
For the three months ended April 30, 2005:				
Net sales	$ 47,931,000	$ 19,109,000	$ (67,000)	$ 66,973,000
Depreciation and amortization	1,377,000	290,000	112,000	1,779,000
Operating income	8,423,000	4,665,000	(1,655,000)	11,433,000
Capital expenditures	1,846,000	226,000	13,000	2,085,000
For the three months ended January 31, 2006:				
Net sales	$ 63,678,000	$ 24,482,000	$ (59,000)	$ 88,101,000
Depreciation and amortization	1,435,000	628,000	86,000	2,149,000
Operating income	11,615,000	6,403,000	(2,732,000)	15,286,000
Capital expenditures	823,000	378,000	6,000	1,207,000
For the three months ended January 31, 2005:				
Net sales	$ 43,473,000	$ 13,564,000	$ (56,000)	$ 56,981,000
Depreciation and amortization	1,397,000	223,000	104,000	1,724,000
Operating income	7,129,000	2,931,000	(1,399,000)	8,661,000
Capital expenditures	859,000	83,000	2,000	944,000
For the three months ended October 31, 2005:				
Net sales	$ 49,140,000	$ 27,400,000	$ (16,000)	$ 76,524,000
Depreciation and amortization	1,724,000	323,000	95,000	2,142,000
Operating income	7,448,000	8,903,000	(3,545,000)	12,806,000
Capital expenditures	1,122,000	322,000	25,000	1,469,000

The total assets held by each operating segment as of July 31, 2006 and October 31, 2005 is as follows:

	SEGMENT (1) FSG	SEGMENT (1) ETG	PRIMARILY CORPORATE	CONSOLIDATED TOTALS
Total assets as of July 31, 2006	$ 321,022,000	$ 176,834,000	$ 16,482,000	$ 514,338,000
Total assets as of October 31, 2005	259,957,000	159,123,000	16,544,000	435,624,000

(1) During the third quarter of fiscal 2006, one of the Company's subsidiaries formerly included in the ETG was reclassified to the FSG. Prior period amounts have been retroactively restated to reflect the revised segment classification.

12. COMMITMENTS AND CONTINGENCIES

GUARANTEES

The Company has arranged for standby letters of credit aggregating $2.2 million to meet the security requirement of its insurance company for potential workers' compensation claims, which are supported by the Company's revolving credit facility. In addition, the Company's industrial development revenue bonds are secured by a $2.0 million letter of credit expiring April 2008 and a mortgage on the related properties pledged as collateral.

Changes in the Company's product warranty liability for the nine months ended July 31, 2006 and 2005, respectively, are as follows:

	2006	2005
Balances as of beginning of fiscal year	$ 395,000	$ 129,000
Acquired warranty liabilities	15,000	--
Accruals for warranties	396,000	430,000
Warranty claims settled	(410,000)	(188,000)
Balances as of July 31	$ 396,000	$ 371,000

As part of the agreement to acquire an 80% interest in a subsidiary by the ETG in fiscal 2004, the Company has the right to purchase the minority interests beginning at approximately the tenth anniversary of the acquisition, or sooner under certain conditions, and the minority holders have the right to cause the Company to purchase their interests commencing on approximately the fifth anniversary of the acquisition, or sooner under certain conditions.

As part of the agreement to purchase a subsidiary by the ETG in fiscal 2005, the Company may be obligated to pay additional purchase consideration of up to $3.8 million in aggregate should the subsidiary meet certain earnings objectives during the first four years following the acquisition. In the second quarter of fiscal 2006, the Company paid $2.2 million of such additional purchase consideration based on the subsidiary's earnings relative to target for the first year.

As part of the agreement to purchase a subsidiary by the ETG in fiscal 2005, the Company may be obligated to pay additional purchase consideration currently estimated to total up to $2.3 million should the subsidiary meet certain product line-related earnings objectives during the fourth and fifth years following the acquisition. The additional purchase consideration will be accrued when the earnings objectives are met.

As part of the agreement to acquire an 85% interest in a subsidiary by the ETG in fiscal 2005, the minority holders have the right to cause the Company to purchase their interests over a four-year period starting around the second anniversary of the acquisition, or sooner under certain conditions.

As part of the agreement to acquire a 51% interest in a subsidiary by the FSG in fiscal 2006, the Company has the right to purchase 28% of the equity interests of the subsidiary over a four-year period beginning approximately after the second anniversary of the acquisition, or sooner under certain conditions, and the minority holder has the right to cause the Company to purchase the same equity interest over the same period. Further, the Company has the right to purchase the remaining 21% of the equity interests of the subsidiary over a three-year period beginning approximately after the fourth anniversary of the acquisition, or sooner under certain conditions, and the minority holder has the right to cause the Company to purchase the same equity interest over the same period.

As part of the agreement to acquire a subsidiary by the ETG in fiscal 2006, the Company may be obligated to pay additional consideration of up to $53.0 million in aggregate during the first four years following the acquisition. The maximum amount of additional consideration that may become payable by year is $6.8 million in fiscal 2006, $9.2 million in fiscal 2007, $17.8 million in fiscal 2008 and $19.2 million in fiscal 2009. The additional purchase consideration will be accrued when the earnings objectives are met.

The Company has also accrued additional purchase consideration aggregating $.3 million as of July 31, 2006 in accordance with the agreements related to certain acquisitions based principally on the actual value of the net assets acquired. The Company paid this amount in August 2006.

As part of an agreement for exclusive license rights to intellectual property, one of the subsidiaries of the ETG has guaranteed minimum royalty payments aggregating $.2 million through fiscal 2007.

LITIGATION

The Company is involved in various legal actions arising in the normal course of business. Based upon the Company's and its legal counsel's evaluations of any claims or assessments, management is of the opinion that the outcome of these matters will not have a material adverse effect on the Company's results of operations, financial position, or cash flows.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

OVERVIEW

This discussion of our financial condition and results of operations should be read in conjunction with our condensed consolidated financial statements and notes thereto included herein. The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ materially from those estimates if different assumptions were used or different events ultimately transpire.

The Company's critical accounting policies, some of which require management to make judgments about matters that are inherently uncertain, are described in Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations," under the heading "Critical Accounting Policies" in the Company's Annual Report on Form 10-K for the year ended October 31, 2005.

The Company has two operating segments: the Flight Support Group ("FSG"), consisting of HEICO Aerospace Holdings Corp. ("HEICO Aerospace") and its subsidiaries, and the Electronic Technologies Group ("ETG"), consisting of HEICO Electronic Technologies Corp. and its subsidiaries.

The Company's results of operations during the nine months ended July 31, 2006 have been affected by several recent acquisitions.

In November 2005, the Company, through its HEICO Aerospace Holdings Corp. subsidiary, acquired a 51% interest in Seal Dynamics LLC ("SDI"). The remaining 49% interest is principally held by a member of SDI's management group. In November 2005, the Company, through its HEICO Electronic Technologies Corp. subsidiary, acquired Engineering Design Team, Inc. and its affiliate (collectively "EDT"). In May 2006, the Company, through its HEICO Aerospace Holdings Corp. subsidiary, acquired all of the stock of Arger Enterprises, Inc. and its related companies (collectively "Arger"). The purchase price of each acquisition was principally paid in cash using proceeds from the Company's revolving credit facility and was not significant to the Company's consolidated financial statements individually. The operating results of SDI, EDT and Arger were included in the Company's results of operations effective from each of their respective acquisition dates. For further information regarding these acquisitions, see Note 2, Acquisitions, of the Notes to Condensed Consolidated Financial Statements.

During fiscal 2005, the Company, through its HEICO Electronic Technologies Corp. subsidiary, acquired Connectronics, Corp. and its affiliate, Wiremax, Ltd. (collectively "Connectronics") in December 2004, Lumina Power, Inc. ("Lumina") in February 2005, and an 85% interest in HVT Group, Inc. ("HVT") in September 2005. The remaining 15% interest is held by certain members of HVT's management group. The operating results of each acquired company were included in the Company's results of operations from their effective acquisition date.

As further explained within Comparison of First Nine Months of Fiscal 2006 to First Nine Months of Fiscal 2005, the first nine months of fiscal 2006 reflects operating results of all of the above mentioned fiscal 2006 and 2005 acquisitions from each of their respective acquisition dates, whereas the first nine months of fiscal 2005 includes just eight months of operating results of Connectronics and six months of operating results of Lumina from their respective aforementioned acquisition dates.

As further explained within Comparison of Third Quarter of Fiscal 2006 to Third Quarter of Fiscal 2005, the third quarter of fiscal 2006 reflects operating results of all of the above mentioned fiscal 2006 and 2005 acquisitions, whereas the third quarter of fiscal 2005 includes just the operating results of Connectronics and Lumina and not of HVT, SDI, EDT and Arger, which were acquired subsequently.

RESULTS OF OPERATIONS

The following table sets forth the results of the Company's operations, net sales and operating income by segment, and the percentage of net sales represented by the respective items in the Company's Condensed Consolidated Statements of Operations.

	NINE MONTHS ENDED JULY 31,		THREE MONTHS ENDED JULY 31,	
	2006	2005	2006	2005
Net sales	$ 282,365,000	$ 193,123,000	$ 102,172,000	$ 69,169,000
Cost of sales	179,192,000	121,799,000	64,587,000	43,170,000
Selling, general and administrative expenses	53,879,000	39,481,000	20,197,000	14,250,000
Total operating costs and expenses	233,071,000	161,280,000	84,784,000	57,420,000
Operating income	$ 49,294,000	$ 31,843,000	$ 17,388,000	$ 11,749,000
Net sales by segment: (1)				
Flight Support Group	$ 198,586,000	$ 142,849,000	$ 71,069,000	$ 51,445,000
Electronic Technologies Group	83,858,000	50,421,000	31,113,000	17,748,000
Intersegment sales	(79,000)	(147,000)	(10,000)	(24,000)
	$ 282,365,000	$ 193,123,000	$ 102,172,000	$ 69,169,000
Operating income by segment: (1)				
Flight Support Group	$ 33,832,000	$ 25,347,000	$ 11,471,000	$ 9,795,000
Electronic Technologies Group	25,036,000	12,075,000	9,688,000	4,479,000
Other, primarily corporate	(9,574,000)	(5,579,000)	(3,771,000)	(2,525,000)
	$ 49,294,000	$ 31,843,000	$ 17,388,000	$ 11,749,000
Net sales	100.0%	100.0%	100.0%	100.0%
Gross profit	36.5%	36.9%	36.8%	37.6%
Selling, general and administrative expenses	19.1%	20.4%	19.8%	20.6%
Operating income	17.5%	16.5%	17.0%	17.0%
Interest expense	0.9%	0.4%	0.9%	0.4%
Interest and other income	0.1%	0.2%	0.1%	0.5%
Income tax expense	5.7%	5.9%	5.3%	6.2%
Minority interests' share of income	2.9%	2.0%	2.7%	2.2%
Net income	8.0%	8.4%	8.1%	8.7%

(1) During the third quarter of fiscal 2006, one of the Company's subsidiaries formerly included in the Electronic Technologies Group was reclassified to the Flight Support Group. Prior period amounts have been retroactively restated to reflect the revised segment classification.

COMPARISON OF FIRST NINE MONTHS OF FISCAL 2006 TO FIRST NINE MONTHS OF FISCAL 2005

Net Sales

Net sales for the first nine months of fiscal 2006 increased by 46.2% to $282.4 million, as compared to net sales of $193.1 million for the first nine months of fiscal 2005. The increase in net sales reflects an increase of $55.7 million (a 39.0% increase) to $198.6 million in net sales within the FSG, and an increase of $33.4 million (a 66.3% increase) to $83.9 million in net sales within the ETG. The FSG's net sales increase reflects the acquisitions of SDI and Arger and organic growth of approximately 12%. The organic growth reflects increased sales of new products and services as well as improved demand for the FSG's aftermarket replacement parts and repair and overhaul services associated with continued recovery within the commercial airline industry. The ETG's net sales increase reflects the acquisitions of Connectronics, Lumina, HVT and EDT and organic growth of approximately 15% reflecting increased demand for certain products.

Gross Profit and Operating Expenses

The Company's gross profit margin decreased slightly to 36.5% for the first nine months of fiscal 2006 as compared to 36.9% for the first nine months of fiscal 2005, reflecting lower margins within the FSG offset by an increase in the ETG margin. The FSG's gross profit margin decrease was due principally to a less favorable product mix including the expected impact of lower margins realized on products distributed by SDI. The ETG's gross profit margin increase was principally from improved product mix, including a higher margin product mix contributed by some of the recent acquisitions. Consolidated cost of sales for the first nine months of fiscal 2006 and 2005 includes approximately $12.2 million and $8.2 million, respectively, of new product research and development expenses.

Selling, general and administrative ("SG&A") expenses were $53.9 million and $39.5 million for the first nine months of fiscal 2006 and fiscal 2005, respectively. The increase in SG&A expenses was mainly due to higher operating costs, principally personnel related, associated with the aforementioned acquisitions, the increase in net sales discussed above, an increase in corporate expenses and stock option compensation expense (see Stock Based Compensation below). Corporate expenses are up due to increased costs to comply with the Sarbanes-Oxley Act of 2002 and higher accrued performance awards. The majority of such costs incurred in fiscal 2005 were not incurred until the second half of fiscal 2005.

As a percentage of net sales, SG&A expenses decreased to 19.1% for the first nine months of fiscal 2006 compared to 20.4% for the first nine months of fiscal 2005. The decrease as a percentage of net sales is due to improved efficiencies in controlling costs while increasing revenues.

Operating Income

Operating income for the first nine months of fiscal 2006 increased by 54.8% to $49.3 million, compared to operating income of $31.8 million for the first nine months of fiscal 2005. The increase in operating income reflects an increase of $8.5 million (a 33.5% increase) to $33.8 million in operating income of the FSG in the first nine months of fiscal 2006 from $25.3 million for the first nine months of fiscal 2005. Operating income of the ETG increased $13.0 million (a 107.3% increase) to $25.0 million for the first nine months of fiscal 2006 from $12.1 million for the first nine months of fiscal 2005. These increases were partially offset by the aforementioned increase in corporate expenses. As a percentage of net sales, operating income increased from 16.5% in the first nine months of fiscal 2005 to 17.5% in the first nine months of fiscal 2006. The increase in operating income as a percentage of net sales reflects a slight decrease in the FSG's operating income as a percentage of net sales from 17.7% in the first nine months of fiscal 2005 to 17.0% in the first nine months of fiscal 2006 and an increase in the ETG's operating income as a percentage of net sales from 23.9% in the first nine months of fiscal 2005 to 29.9% in the first nine months of fiscal 2006. The decrease in the FSG's operating income as a percentage of net sales reflects the lower gross profit margins discussed previously, partially offset by improved operating efficiencies within SG&A expenses. The increase in the ETG's operating income as a percentage of net sales reflects the increased gross profit margins discussed previously.

Interest Expense

Interest expense increased to $2,627,000 in the first nine months of fiscal 2006 from $785,000 in the first nine months of fiscal 2005. The increase was principally due to a higher weighted average balance outstanding under the revolving credit facility in the first nine months of fiscal 2006 attributable to borrowings to fund acquisitions and higher interest rates.

Interest and Other Income

Interest and other income in the first nine months of fiscal 2006 and fiscal 2005 were not material.

Income Tax Expense

The Company's effective tax rate for the first nine months of fiscal 2006 decreased to 34.4% from 36.3% for the first nine months of fiscal 2005. The decrease is principally due to a higher amount of the minority interests' share of income excluded from the Company's fiscal 2006 consolidated income subject to federal income taxes, as well as an income tax credit for qualified research and development activities claimed in the third quarter of fiscal 2006 on the Company's fiscal 2005 tax return and an amended return for a previous tax year. The aggregate tax credit, net of expenses, increased net income by approximately $.2 million for the first nine months of fiscal 2006. The Company is reviewing other open tax years and may file amendments to claim additional tax credits for qualified research and development activities incurred during such years. The benefit of such tax credits will be recorded when the Company has completed its review and sustainability is considered probable.

Minority Interests' Share of Income

Minority interests' share of income of consolidated subsidiaries relates to the minority interests held in HEICO Aerospace, including the 49% minority interest held in SDI, and the minority interests held in the ETG, which consist of the 20% minority interest held in Sierra

Microwave Technology, LLC ("Sierra") and the 15% minority interest held in HVT. The increase in the minority interests' share of income for the first nine months of fiscal 2006 compared to the first nine months of fiscal 2005 is attributable to the acquisitions of SDI (November 2005) and HVT (September 2005) and the higher earnings of the FSG and Sierra.

Net Income

The Company's net income was $22.6 million, or $.85 per diluted share, for the first nine months of fiscal 2006 compared to $16.2 million, or $.62 per diluted share, for the first nine months of fiscal 2005 reflecting the increased operating income referenced above, partially offset by the increased minority interests' share of income of certain consolidated subsidiaries.

OUTLOOK

The Company reported increased sales and operating income in its two business segments reflecting both growth through acquisitions and strong organic growth. Consolidated operating margins experienced in the first nine months of fiscal 2006 approximate those currently expected for the full fiscal 2006 year.

Based on the Company's continued success in introducing new products and services and increasing product demand, the Company continues to target growth in fiscal 2006 sales and net income over fiscal 2005.

COMPARISON OF THIRD QUARTER OF FISCAL 2006 TO THIRD QUARTER OF FISCAL 2005

Net Sales

Net sales for the third quarter of fiscal 2006 increased by 47.7% to $102.2 million, as compared to net sales of $69.2 million for the third quarter of fiscal 2005. The increase in net sales reflects an increase of $19.6 million (a 38.1% increase) to $71.1 million in net sales within the FSG, and an increase of $13.4 million (a 75.3% increase) to $31.1 million in net sales within the ETG. The FSG's net sales increase reflects the acquisitions of SDI and Arger and organic growth of approximately 8%. The organic growth reflects increased sales of new products and services as well as improved demand for the FSG's aftermarket replacement parts and repair and overhaul services associated with continued recovery within the commercial airline industry. The ETG's net sales increase reflects the acquisitions of HVT and EDT and organic growth of approximately 30% reflecting increased demand for certain products.

Gross Profit and Operating Expenses

The Company's gross profit margin decreased to 36.8% for the third quarter of fiscal 2006 as compared to 37.6% for the third quarter of fiscal 2005, reflecting lower margins within the FSG partially offset by an increase in the ETG margin. The FSG's gross profit margin decrease was due principally to a less favorable product mix including the expected impact of lower margins realized on products distributed by SDI. The ETG's gross profit margin increase was principally from improved product mix, including a higher margin product mix contributed by some of the recent acquisitions. Consolidated cost of sales for the third quarter of fiscal 2006 and 2005 includes approximately $4.0 million and $2.9 million, respectively, of new product research and development expenses.

SG&A expenses were $20.2 million and $14.3 million for the third quarter of fiscal 2006 and fiscal 2005, respectively. The increase in SG&A expenses was mainly due to higher operating costs, principally personnel related, associated with the aforementioned acquisitions, the increase in net sales discussed above, an increase in corporate expenses and stock option compensation expense (see Stock Based Compensation below). Corporate expenses are up due to increased costs to comply with the Sarbanes-Oxley Act of 2002 and higher accrued performance awards. The majority of such costs incurred in fiscal 2005 were not incurred until the second half of fiscal 2005.

As a percentage of net sales, SG&A expenses decreased to 19.8% for the third quarter of fiscal 2006 compared to 20.6% for the third quarter of fiscal 2005. The decrease as a percentage of net sales is due to improved efficiencies in controlling costs while increasing revenues.

Operating Income

Operating income for the third quarter of fiscal 2006 increased by 48.0% to $17.4 million, compared to operating income of $11.7 million for the third quarter of fiscal 2005. The increase in operating income reflects an increase of $1.7 million (a 17.1% increase) to $11.5 million in operating income of the FSG in the third quarter of fiscal 2006 from $9.8 million for the third quarter of fiscal 2005. Operating income of the ETG increased $5.2 million (a 116.3% increase) to $9.7 million for the third quarter of fiscal 2006 from $4.5 million for the third quarter of fiscal 2005. These increases were partially offset by the aforementioned increase in corporate expenses. As a percentage of net sales, operating income approximated 17.0% in both the third quarter of fiscal 2006 and 2005. The operating income as a percentage of net sales reflects an increase in the ETG's operating income as a percentage of net sales from 25.2% in the third quarter of fiscal 2005 to 31.1% in the third quarter of fiscal 2006 offset by a decrease in the FSG's operating income as a percentage of net sales from 19.0% in the third quarter of fiscal 2005 to 16.1% in the third quarter of fiscal 2006. The increase in the ETG's operating income as a percentage of net sales reflects the increased gross profit margins discussed previously. The decrease in the FSG's operating income as a percentage of net sales reflects the decreased gross profit margins discussed previously partially offset by improved operating efficiencies within SG&A expenses.

Interest Expense

Interest expense increased to $958,000 in the third quarter of fiscal 2006 from $252,000 in the third quarter of fiscal 2005. The increase was principally due to a higher weighted average balance outstanding under the revolving credit facility in the third quarter of fiscal 2006 attributable to borrowings to fund acquisitions and higher interest rates.

Interest and Other Income

Interest and other income in the third quarter of fiscal 2006 and 2005 were not material.

Income Tax Expense

The Company's effective tax rate for the third quarter of fiscal 2006 decreased to 33.0% from 36.3% for the third quarter of fiscal 2005. The decrease is principally due to a higher amount of the minority interests' share of income excluded from the Company's fiscal 2006 consolidated income subject to federal income taxes, as well as an income tax credit for qualified research and development activities claimed in the third quarter of fiscal 2006 on the Company's fiscal 2005 tax return and an amended return for a previous tax year. The aggregate tax credit, net of expenses, increased net income by approximately $.2 million for the third quarter of fiscal 2006. The Company is reviewing other open tax years and may file amendments to claim additional tax credits for qualified research and development activities incurred during such years. The benefit of such tax credits will be recorded when the Company has completed its review and sustainability is considered probable.

Minority Interests' Share of Income

Minority interests' share of income of consolidated subsidiaries relates to the minority interests held in HEICO Aerospace, including the 49% minority interest held in SDI, and the minority interests held in the ETG, which consist of the 20% minority interest held in Sierra and the 15% minority interest held in HVT. The increase in the minority interests' share of income for the third quarter of fiscal 2006 compared to the third quarter of fiscal 2005 is attributable to the acquisitions of SDI (November 2005) and HVT (September 2005) and the higher earnings of the FSG and Sierra.

Net Income

The Company's net income was $8.3 million, or $.31 per diluted share, for the third quarter of fiscal 2006 compared to $6.0 million, or $.23 per diluted share, for the third quarter of fiscal 2005 reflecting the increased operating income referenced above, partially offset by the increased minority interests' share of income of certain consolidated subsidiaries.

LIQUIDITY AND CAPITAL RESOURCES

The Company generates cash primarily from its operating activities and financing activities, including borrowings under long-term credit agreements.

Principal uses of cash by the Company include acquisitions, payments of principal and interest on debt, capital expenditures, cash dividends and increases in working capital.

The Company believes that its net cash provided by operating activities and available borrowings under its revolving credit facility will be sufficient to fund cash requirements for the foreseeable future.

Operating Activities

Net cash provided by operating activities was $27.2 million for the first nine months of fiscal 2006, consisting primarily of net income of $22.6 million, minority interests' share of income of consolidated subsidiaries of $8.3 million, a tax benefit on stock option exercises of $7.3 million, depreciation and amortization of $6.6 million, a deferred income tax provision of $2.8 million, and stock option compensation expense of $1.2 million, partially offset by an increase in net operating assets of $20.5 million and the presentation of $1.1 million of excess tax benefit from stock option exercises as a financing activity in accordance with the provisions of SFAS No. 123(R) (see Stock Based Compensation below). The increase in net operating assets (current assets used in operating activities net of current liabilities) primarily reflects a higher investment in inventories by the FSG required to meet increased sales demand associated with new product offerings, sales growth and increased lead times on certain raw materials; an increase in accounts receivable due to sales growth; and the payment of income taxes that were accrued as of October 31, 2005. Net cash provided by operating activities increased from $21.0 million for the first nine months of fiscal 2005 principally as a result of the increase in net income and the minority interests' share of income and an increased tax benefit from stock option exercises, partially offset by the increase in net operating assets referenced above. During the third quarter of fiscal 2006, the Company recognized a $5.0 million tax benefit from stock option exercises after the individuals who exercised certain stock options entered into a preliminary agreement with the Internal Revenue Service under which their compensation income that had been previously deferred was accelerated (see Note 6, Income Taxes, of the Notes to Condensed Consolidated Financial Statements).

Investing Activities

Net cash used in investing activities during the first nine months of fiscal 2006 related primarily to acquisitions and related costs (principally SDI, EDT and Arger) of $45.6 million and capital expenditures totaling $7.1 million.

Financing Activities

Net cash provided by financing activities during the first nine months of fiscal 2006 primarily related to borrowings of $46.0 million on the Company's revolving credit facility principally used to fund the aforementioned acquisitions, proceeds from stock option exercises of $4.5 million and the presentation of $1.1 million of excess tax benefit from stock option exercises as a financing activity in accordance with the provisions of SFAS No. 123(R), partially offset by repayments of $20.0 million and $3.0 million on the Company's revolving credit facility and short-term line of credit, respectively, and the payment of $2.0 million in cash dividends on the Company's common stock.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has arranged for standby letters of credit aggregating $2.2 million to meet the security requirement of its insurance company for potential workers' compensation claims, which are supported by the Company's revolving credit facility. In addition, the Company's industrial development revenue bonds are secured by a $2.0 million letter of credit expiring April 2008 and a mortgage on the related properties pledged as collateral.

As part of the agreement to acquire an 80% interest in a subsidiary by the ETG in fiscal 2004, the Company has the right to purchase the minority interests beginning at approximately the tenth anniversary of the acquisition, or sooner under certain conditions, and the minority holders have the right to cause the Company to purchase their interests commencing on approximately the fifth anniversary of the acquisition, or sooner under certain conditions.

As part of the agreement to purchase a subsidiary by the ETG in fiscal 2005, the Company may be obligated to pay additional purchase consideration of up to $3.8 million in aggregate should the subsidiary meet certain earnings objectives during the first four years following the acquisition. In the second quarter of fiscal 2006, the Company paid $2.2 million of such additional purchase consideration based on the subsidiary's earnings relative to target for the first year.

As part of the agreement to purchase a subsidiary by the ETG in fiscal 2005, the Company may be obligated to pay additional purchase consideration currently estimated to total up to $2.3 million should the subsidiary meet certain product line-related earnings objectives during the fourth and fifth years following the acquisition. The additional purchase consideration will be accrued when the earnings objectives are met.

As part of the agreement to acquire an 85% interest in a subsidiary by the ETG in fiscal 2005, the minority holders have the right to cause the Company to purchase their interests over a four-year period starting around the second anniversary of the acquisition, or sooner under certain conditions.

As part of the agreement to acquire a 51% interest in a subsidiary by the FSG in fiscal 2006, the Company has the right to purchase 28% of the equity interests of the subsidiary over a four-year period beginning approximately after the second anniversary of the acquisition, or sooner under certain conditions, and the minority holder has the right to cause the Company to purchase the same equity interest over the same period. Further, the Company has the right to purchase the remaining 21% of the equity interests of the subsidiary over a three-year period beginning approximately after the fourth anniversary of the acquisition, or sooner under certain conditions, and the minority holder has the right to cause the Company to purchase the same equity interest over the same period.

As part of the agreement to acquire a subsidiary by the ETG in fiscal 2006, the Company may be obligated to pay additional consideration of up to $53.0 million in aggregate during the first four years following the acquisition. The maximum amount of additional consideration that may become payable by year is $6.8 million in fiscal 2006, $9.2 million in fiscal 2007, $17.8 million in fiscal 2008 and $19.2 million in fiscal 2009. The additional purchase consideration will be accrued when the earnings objectives are met.

The Company has also accrued additional purchase consideration aggregating $.3 million as of July 31, 2006 in accordance with the agreements related to certain acquisitions based principally on the actual value of the net assets acquired. The Company paid this amount in August 2006.

As part of an agreement for exclusive license rights to intellectual property, one of the subsidiaries of the ETG has guaranteed minimum royalty payments aggregating $.2 million through fiscal 2007.

STOCK BASED COMPENSATION

Effective November 1, 2005, the Company adopted Statement of Financial Accounting Standards ("SFAS") No. 123(R), "Share-Based Payment", as interpreted by the Securities and Exchange Commission in Staff Accounting Bulletin No. 107 and began recording compensation expense associated with stock options. SFAS No. 123(R) requires companies to recognize in the statement of operations the cost of employee services received in exchange for awards of equity instruments based on the grant date fair value of those awards (with limited exceptions). Prior to the adoption of SFAS No. 123(R), the Company accounted for stock-based employee compensation using the intrinsic value method prescribed by Accounting Principles Board ("APB") Opinion No. 25, "Accounting for Stock Issued to Employees". Accordingly, compensation expense had only been recorded in the consolidated financial statements for any stock options granted below fair market value of the underlying stock as of the date of grant.

The Company adopted the modified prospective transition method provided for under SFAS No. 123(R) and accordingly, prior period results have not been retroactively adjusted. The modified prospective transition method requires that stock-based compensation expense be recorded for (i) all new stock options granted on or after November 1, 2005 based on the grant date fair value determined under the provisions of SFAS No. 123(R) and (ii) all unvested stock options granted prior to November 1, 2005 based on the grant date fair value as determined under the provisions of SFAS No. 123.

Beginning in fiscal 2006, the Company has presented the cash flows resulting from tax deductions in excess of the cumulative compensation cost recognized for stock options exercised on or after November 1, 2005 ("excess tax benefit") as a financing activity in the Condensed Consolidated Statements of Cash Flows as prescribed by SFAS No. 123(R). Prior to the adoption of SFAS No. 123(R), the Company presented all tax benefits resulting from stock option exercises as an operating activity in the Condensed Consolidated Statements of Cash Flows. For the nine months ended July 31, 2006, the excess tax benefit from stock option exercises of $1,139,000 was presented in financing activities in the Company's Condensed Consolidated Statements of Cash Flows.

As a result of the adoption of SFAS No. 123(R), the Company's net income for the nine months and three months ended July 31, 2006 includes compensation expense of $1,187,000 and $300,000, respectively, and income tax benefit related to the Company's stock options of $351,000 and $84,000, respectively. Substantially all of the stock option compensation expense was recorded as a component of selling, general and administrative expenses in the Company's Condensed Consolidated Statements of Operations.

As of July 31, 2006, there was $1.0 million of pretax unrecognized compensation expense related to nonvested stock options, which is expected to be recognized over a weighted average period of approximately 1.5 years.

Further information regarding stock options can be found in Note 8, Stock Options, of the Notes to Condensed Consolidated Financial Statements.

OTHER NEW ACCOUNTING PRONOUNCEMENTS

In November 2004, the Financial Accounting Standards Board ("FASB") issued SFAS No. 151, "Inventory Costs, an amendment of ARB No. 43, Chapter 4". SFAS No. 151 requires the allocation of fixed production overhead costs be based on the normal capacity of the production facilities and unallocated overhead costs recognized as an expense in the period incurred. The Statement also clarifies that abnormal inventory costs such as costs of idle facilities, excess freight and handling costs, and wasted materials (spoilage) are required to be recognized as current period charges. The provisions of SFAS No. 151 are effective for fiscal years beginning after June 15, 2005. The adoption of SFAS No. 151 did not have a material effect on the Company's results of operations, financial position, or cash flows.

In March 2005, the FASB issued FASB Interpretation No. 47 ("FIN 47"), "Accounting for Conditional Asset Retirement Obligations--an interpretation of FASB Statement No. 143." This Interpretation clarifies the timing of liability recognition for legal obligations associated with an asset retirement when the timing and (or) method of settling the obligation are conditional on a future event that may or may not be within the control of the entity. FIN 47 is effective no later than the end of fiscal years ending after December 15, 2005. The Company does not expect the adoption of FIN 47 to have a material effect on its results of operations, financial position, or cash flows.

In May 2005, the FASB issued SFAS No. 154, "Accounting Changes and Error Corrections, a replacement of APB Opinion No. 20 and FASB Statement No. 3." SFAS No. 154 changes the requirements for the accounting and reporting of a change in accounting principle. The Statement eliminates the requirement in APB Opinion No. 20 to include the cumulative effect of changes in accounting principle in the income statement in the period of change, and instead requires that changes in accounting principle be retrospectively applied unless it is impracticable to determine either the period-specific effects or the cumulative effect of the change. The Statement applies to all voluntary changes in accounting principle. SFAS No. 154 is effective for changes made in fiscal years beginning after December 15, 2005. The Company does not expect the adoption of SFAS No. 154 to have a material effect on its results of operations, financial position, or cash flows.

In June 2006, the FASB issued FIN 48, "Accounting for Uncertainty in Income Taxes--an interpretation of FASB Statement No. 109," which seeks to reduce the diversity in practice associated with the accounting and reporting for uncertainty in income tax positions. This Interpretation prescribes a comprehensive model for the financial statement recognition, measurement, presentation and disclosure of uncertain tax positions taken or expected to be taken in an income tax return. FIN 48 presents a two-step process for evaluating a tax position. The first step is to determine whether it is more-likely-than-not that a tax position will be sustained upon examination, based on the technical merits of the position. The second step is to measure the benefit to be recorded from tax positions that meet the more-likely-than-not recognition threshold, by determining the largest amount of tax benefit that is greater than 50 percent likely of being realized upon ultimate settlement, and recognizing that amount in the financial statements. FIN 48 is effective for fiscal years beginning after December 15, 2006. The Company is currently evaluating the impact that the adoption of FIN 48 will have on its results of operations, financial position, and cash flows.

FORWARD-LOOKING STATEMENTS

Certain statements in this Report constitute "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. All statements contained herein that are not clearly historical in nature may be forward-looking and the words "believe," "expect," "estimate" and similar expressions are generally intended to identify forward looking statements. Any forward-looking statements contained herein, in press releases, written statements or other documents filed with the Securities and Exchange Commission or in communications and discussions with investors and analysts in the normal course of business through meetings, phone calls and conference calls, concerning our operations, economic performance and financial condition are subject to known and unknown risks, uncertainties and contingencies. We have based these forward-looking statements on our current expectations and projections about future events. All forward-looking statements involve risks and uncertainties, many of which are beyond our control, which may cause actual results, performance or achievements to differ materially from anticipated results, performance or achievements. Also, forward-looking statements are based upon management's estimates of fair values and of future costs, using currently available information. Therefore, actual results may differ materially from those expressed in or implied by those statements. Factors that could cause such differences, but are not limited to: lower demand for commercial air travel or airline fleet changes, which could cause lower demand for our goods and services; product specification costs and requirements, which could cause an increase to our costs to complete contracts; governmental and regulatory demands, export policies and restrictions, reductions in defense or space spending by U.S. and/or foreign customers, or competition from existing and new competitors, which could reduce our sales; HEICO's ability to introduce new products and product pricing levels, which could reduce our sales or sales growth; HEICO's ability to make acquisitions and achieve operating synergies from acquired businesses, customer credit risk, interest rates and economic conditions within and outside of the aviation, defense, space and electronics industries, which could negatively impact our costs and revenues; and HEICO's ability to maintain effective internal controls, which could adversely affect our business and the market price of our common stock. We undertake no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Substantially all of the Company's borrowings bear interest at floating interest rates. Based on the outstanding debt balance as of July 31, 2006, a hypothetical 10% increase in interest rates would increase the Company's interest expense by approximately $362,000 on an annual basis.

The Company is also exposed to foreign currency exchange rate fluctuations on the United States dollar value of its foreign currency denominated transactions, which are principally in British pound sterling. A hypothetical 10% weakening in the exchange rate of the British pound sterling to the United States dollar as of July 31, 2006 would not have a material effect on the Company's results of operations, financial position, or cash flows.

ITEM 4. CONTROLS AND PROCEDURES

EVALUATION OF DISCLOSURE CONTROLS AND PROCEDURES

The Company's Chief Executive Officer and its Chief Financial Officer conducted an evaluation of the effectiveness of the Company's disclosure controls and procedures as of the end of the period covered by this quarterly report. Based upon that evaluation, the Company's Chief Executive Officer and its Chief Financial Officer concluded that the Company's disclosure controls and procedures are effective as of the end of the period covered by this quarterly report.

CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING

There were no changes in the Company's internal control over financial reporting identified in connection with the evaluation referred to above that occurred during the Company's most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II. OTHER INFORMATION

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

The Company did not incur any unregistered sales of its equity securities or repurchase any of its equity securities during the first nine months of fiscal 2006.

ITEM 6. EXHIBITS

EXHIBIT	DESCRIPTION
10.1	First Amendment, effective as of July 14, 2006, to Amended and Restated Revolving Credit Agreement among HEICO Corporation, as Borrower, the lenders from time to time party hereto, and SunTrust Bank, as Administrative Agent. *
31.1	Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer. *
31.2	Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer. *
32.1	Section 1350 Certification of Chief Executive Officer. **
32.2	Section 1350 Certification of Chief Financial Officer. **

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* Filed herewith.

** Furnished herewith.

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 thereunto duly authorized.

HEICO CORPORATION

Date: September 11, 2006

By: /s/ THOMAS S. IRWIN

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

EXHIBIT INDEX

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31.2	Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer.
32.1	Section 1350 Certification of Chief Executive Officer.
32.2	Section 1350 Certification of Chief Financial Officer.

Exhibit 10.1

FIRST AMENDMENT TO AMENDED AND RESTATED
REVOLVING CREDIT AGREEMENT

THIS FIRST AMENDMENT TO AMENDED AND RESTATED REVOLVING CREDIT AGREEMENT (this "Amendment"), is made and entered into as of July 14, 2006, by and among HEICO CORPORATION, a Florida corporation (the "Borrower"), the several banks and other financial institutions from time to time party hereto (collectively, the "Lenders") and SUNTRUST BANK, in its capacity as Administrative Agent for the Lenders (the "Administrative Agent").

W I T N E S S E T H:

WHEREAS, the Borrower, the Lenders and the Administrative Agent are parties to a certain Amended and Restated Revolving Credit Agreement, dated as of August 4, 2005 (as amended, restated, supplemented or otherwise modified from time to time, the "Credit Agreement"; capitalized terms used herein and not otherwise defined shall have the meanings assigned to such terms in the Credit Agreement), pursuant to which the Lenders have made certain financial accommodations available to the Borrower; and

WHEREAS, the Borrower has requested that the Lenders and the Administrative Agent amend certain provisions of the Credit Agreement, and subject to the terms and conditions hereof, the Lenders are willing to do so;

NOW, THEREFORE, for good and valuable consideration, the sufficiency and receipt of all of which are acknowledged, the Borrower, the Lenders and the Administrative Agent agree as follows:

1. AMENDMENTS.

(a) Section 5.17(a) of the Credit Agreement is hereby amended by replacing both references to " fifteen (15) days" contained in such subsection with "sixty (60) days".

(b) Section 5.18 of the Credit Agreement is hereby amended by replacing such Section in its entirety with the following:

> Section 5.18. Additional Leased Locations. To the extent otherwise permitted hereunder, if any Loan Party proposes to lease any Real Estate, it shall first provide to the Administrative Agent a copy of such lease, and if the total fair market value of all Collateral at such location shall at any time exceed $2,000,000, or if the total fair market value of all Collateral at locations that are not subject to a landlord's agreement shall at any time exceed $10,000,000, then such Loan Party shall, deliver a landlord's agreement, from the landlord of such leased property where such Collateral will be stored or located, which agreement shall be reasonably satisfactory in form and substance to the Administrative Agent; provided, however,

> that to the extent that any Loan Party acquires a lease pursuant to a merger, consolidation or acquisition permitted under Section 7.4, then such Loan Party, to the extent required by this Section 5.18, shall not be required to deliver such landlord's agreement until the first anniversary of the date of such merger, consolidation or acquisition.

(c) Section 7.4(a) of the Credit Agreement is hereby amended by replacing such subsection (a) in its entirety with the following:

(a) enter into any one or more mergers, consolidations or acquisitions unless after giving effect thereto,

(i) no Default or Event of Default has occurred and is continuing, and the Borrower would be in pro forma compliance with the covenants set forth in Article VI;

(ii) with respect to any merger or consolidation, (A) the Borrower is the surviving entity and no Default exists or would result therefrom including, without limitation, violation of covenants contained in Article VI hereof, or (B) if the Borrower is not a party to such merger or consolidation, a Subsidiary is the surviving entity, or was formed solely for the purposes of acquiring another Person in connection with a merger or acquisition completed in compliance with this Section 7.4;

(iii) either (A) (1) the aggregate cash purchase price for all such mergers, consolidations and acquisitions paid by the Borrower and its Subsidiaries would not exceed Fifty Million Dollars ($50,000,000) in any trailing twelve-month period (provided, however, that until July 31, 2006 such twelve month period shall be deemed to be the period commencing on the Closing Date and ending on the relevant date of termination) or (B) the Leverage Ratio is less than or equal to 1.50 to 1.00 (provided, that solely for purposes of calculating the Leverage Ratio pursuant to this Section 7.4(a)(iii), any portion of Consolidated EBITDA attributable to any Person accrued prior to the date it becomes a Subsidiary or is merged into or consolidated with the Borrower or any Subsidiary or the date that such Person's assets are acquired by the Borrower or any Subsidiary shall be excluded except (i) for any Person that became a Subsidiary or was merged or consolidated with the Borrower or any Subsidiary or whose assets were acquired by the Borrower or any Subsidiary prior to the date hereof, or (ii) to the extent approved by the Administrative Agent in its reasonable discretion);

(iv) the Aggregate Revolving Commitment Amount exceeds the aggregate Revolving Credit Exposure for all Lenders by at least Twenty Million Dollars ($20,000,000); and

(v) the consolidated revenue and assets of the Loan Parties (excluding all intercompany Investments, intercompany receivables and other intercompany assets in Subsidiaries that are not Loan Parties) equal or exceed the Aggregate Subsidiary Threshold.

2. Conditions to Effectiveness of this Amendment. Notwithstanding any other provision of this Amendment and without affecting in any manner the rights of the Lenders hereunder, it is understood and agreed that this Amendment shall not become effective, and the Borrower shall have no rights under this Amendment, until the Administrative Agent shall have received executed counterparts to this Amendment from the Borrower, each of the Guarantors and the Required Lenders.

3. Representations and Warranties. To induce the Lenders and the Administrative Agent to enter into this Amendment, each Loan Party hereby represents and warrants to the Lenders and the Administrative Agent:

(a) The execution, delivery and performance by such Loan Party of this Amendment and each Loan Document delivered pursuant hereto (i) are within such Loan Party's power and authority; (ii) have been duly authorized by all necessary corporate and shareholder action; (iii) are not in contravention of any provision of such Loan Party's certificate of incorporation or bylaws or other organizational documents; (iv) do not violate any law or regulation, or any order or decree of any Governmental Authority; (v) do not conflict with or result in the breach or termination of, constitute a default under or accelerate any performance required by, any indenture, mortgage, deed of trust, lease, agreement or other instrument to which such Loan Party or any of its Subsidiaries is a party or by which such Loan Party or any such Subsidiary or any of their respective property is bound; (vi) do not result in the creation or imposition of any Lien upon any of the property of such Loan Party or any of its Subsidiaries (other than liens in favor of the Administrative Agent and the Lenders); and (vii) do not require the consent or approval of any Governmental Authority or any other Person;

(b) This Amendment and each of the other Loan Documents delivered pursuant hereto has been duly executed and delivered for the benefit of or on behalf of each Loan Party and constitutes a legal, valid and binding obligation of each Loan Party, enforceable against such Loan Party in accordance with its terms except as the enforceability hereof may be limited by bankruptcy, insolvency, reorganization, moratorium and other laws affecting creditors' rights and remedies in general;

(c) At the time of and immediately after giving effect to this Amendment, no Default or Event of Default shall exist;

(d) All representations and warranties of each Loan Party set forth in the Loan

Documents are true and correct in all material respects on and as of the date hereof, in each case before and after giving effect thereto (except to the extent such representations and warranties relate solely to an earlier date and except for changes therein expressly permitted or expressly contemplated by the Loan Documents); and

(e) Since the date of the most recent annual financial statements of the Borrower delivered pursuant to Section 5.1(b) of the Credit Agreement, there has been no change which has had or could reasonably be expected to have a Material Adverse Effect.

4. Reaffirmations and Acknowledgments.

(a) Reaffirmation of Subsidiary Guaranty Agreement. Each Subsidiary Loan Party consents to the execution and delivery by the Borrower of this Amendment and jointly and severally ratifies and confirms the terms of the Subsidiary Guaranty Agreement with respect to the indebtedness now or hereafter outstanding under the Credit Agreement as amended hereby and all promissory notes issued thereunder. Each Subsidiary Loan Party acknowledges that, notwithstanding anything to the contrary contained herein or in any other document evidencing any indebtedness of the Borrower to the Lenders or any other obligation of the Borrower, or any actions now or hereafter taken by the Lenders with respect to any obligation of the Borrower, the Subsidiary Guaranty Agreement (i) is and shall continue to be a primary obligation of the Subsidiary Loan Parties, (ii) is and shall continue to be an absolute, unconditional, joint and several, continuing and irrevocable guaranty of payment, and (iii) is and shall continue to be in full force and effect in accordance with its terms. Nothing contained herein to the contrary shall release, discharge, modify, change or affect the original liability of the Subsidiary Loan Parties under the Subsidiary Guaranty Agreement.

(b) Acknowledgment of Perfection of Security Interest. Each Loan Party hereby acknowledges that, as of the date hereof, the security interests and liens granted to the Administrative Agent and the Lenders under the Credit Agreement and the other Loan Documents are in full force and effect, are properly perfected and are enforceable in accordance with the terms of the Credit Agreement and the other Loan Documents.

5. Effect of Amendment. Except as set forth expressly herein, all terms of the Credit Agreement, as amended hereby, and the other Loan Documents shall be and remain in full force and effect and shall constitute the legal, valid, binding and enforceable obligations of the Borrower to the Lenders and the Administrative Agent. The execution, delivery and effectiveness of this Amendment shall not, except as expressly provided herein, operate as a waiver of any right, power or remedy of the Lenders under the Credit Agreement, nor constitute a waiver of any provision of the Credit Agreement. This Amendment shall constitute a Loan Document for all purposes of the Credit Agreement.

6. Governing Law. This Amendment shall be governed by, and construed in accordance with, the internal laws of the State of Florida and all applicable federal laws of the United States of America.

7. No Novation. This Amendment is not intended by the parties to be, and shall not be construed to be, a novation of the Credit Agreement or an accord and satisfaction in regard thereto.

8. Costs and Expenses. The Borrower agrees to pay on demand all costs and expenses of the Administrative Agent in connection with the preparation, execution and delivery of this Amendment, including, without limitation, the reasonable fees and out-of-pocket expenses of outside counsel for the Administrative Agent with respect thereto.

9. Counterparts. This Amendment may be executed by one or more of the parties hereto in any number of separate counterparts, each of which shall be deemed an original and all of which, taken together, shall be deemed to constitute one and the same instrument. Delivery of an executed counterpart of this Amendment by facsimile transmission or by electronic mail in pdf form shall be as effective as delivery of a manually executed counterpart hereof.

10. Binding Nature. This Amendment shall be binding upon and inure to the benefit of the parties hereto, their respective successors, successors-in-titles, and assigns.

11. Entire Understanding. This Amendment sets forth the entire understanding of the parties with respect to the matters set forth herein, and shall supersede any prior negotiations or agreements, whether written or oral, with respect thereto; provided, however, that this Amendment shall have no effect on the HEICO Consent Letters, dated October 28, 2005 and May 12, 2006, which remain in full force and effect.

[Signature Pages To Follow]

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed, under seal in the case of the Borrower and the Subsidiary Loan Parties, by their respective authorized officers as of the day and year first above written.

BORROWER:

HEICO CORPORATION

By: ----------------------------
Name:
Title:

SUBSIDIARY LOAN PARTIES:

HEICO AEROSPACE HOLDINGS CORP.

By: ----------------------------
Name:
Title:

HEICO AEROSPACE CORPORATION

By: ----------------------------
Name:
Title:

JET AVION CORPORATION

By: ----------------------------
Name:
Title:

LPI INDUSTRIES CORPORATION

By: ----------------------------
Name:
Title:

AIRCRAFT TECHNOLOGY, INC.

By: ----------------------------
Name:
Title:

N.A.C. ACQUISITION CORPORATION

By: ----------------------------
Name:
Title:

[SIGNATURE PAGE TO FIRST AMENDMENT TO AMENDED AND RESTATED REVOLVING CREDIT AGREEMENT]

NORTHWINGS ACCESSORIES CORP.

By: -----------------------------

Name:
Title:

HNW BUILDING CORP.

By: -----------------------------

Name:
Title:

MCCLAIN INTERNATIONAL, INC.

By: -----------------------------

Name:
Title:

MCCLAIN PROPERTY CORP.

By: -----------------------------

Name:
Title:

ROGERS-DIERKS, INC.

By: -----------------------------

Name:
Title:

TURBINE KINETICS, INC.

By: -----------------------------

Name:
Title:

THERMAL STRUCTURES, INC.

By: -----------------------------

Name:
Title:

FUTURE AVIATION, INC.

By: -----------------------------

Name:
Title:

[SIGNATURE PAGE TO FIRST AMENDMENT TO
AMENDED AND RESTATED REVOLVING CREDIT AGREEMENT]

ATK ACQUISITION CORP.

By: -----------------------------
Name:
Title:

AVIATION FACILITIES, INC.

By: -----------------------------
Name:
Title:

HEICO AEROSPACE PARTS CORP.

By: -----------------------------
Name:
Title:

JETSEAL, INC.

By: -----------------------------
Name:
Title:

HEICO AEROSPACE C&A CORP.

By: -----------------------------
Name:
Title:

AD HEICO ACQUISITION CORP.

By: -----------------------------
Name:
Title:

AERODESIGN, INC.

By: -----------------------------
Name:
Title:

BATTERY SHOP, L.L.C.

By: AD HEICO Acquisition Corp.,
its sole member

By: -----------------------------
Name:
Title:

[SIGNATURE PAGE TO FIRST AMENDMENT TO
AMENDED AND RESTATED REVOLVING CREDIT AGREEMENT]

NIACC-AVITECH TECHNOLOGY, INC.

By:

Name:
Title:

HEICO ELECTRONIC TECHNOLOGIES CORP.

By:

Name:
Title:

RADIANT POWER CORP.

By:

Name:
Title:

LEADER TECH, INC.
By:

Name:
Title:

SANTA BARBARA INFRARED, INC.

By:

Name:
Title:

101 LUMMIS ROAD CORP.

By:

Name:
Title:

ANALOG MODULES, INC.

By:

Name:
Title:

INERTIAL AIRLINE SERVICES, INC.

By:

Name:
Title:

HEICO EAST CORPORATION

By:

Name:
Title:

[SIGNATURE PAGE TO FIRST AMENDMENT TO
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CONNECTRONICS CORP.

By: -----------------------------
Name:
Title:

HNW2 BUILDING CORP.

By: -----------------------------
Name:
Title:

JA ENGINEERING I CORP.

By: -----------------------------
Name:
Title:

JA ENGINEERING II CORP.

By: -----------------------------
Name:
Title:

SIERRA MICROWAVE TECHNOLOGY, LLC

By: -----------------------------
Name:
Title:

LUMINA POWER, INC.

By: -----------------------------
Name:
Title:

HEICO AEROSPACE CORPORATION

By: -----------------------------
Name:
Title:

EDT ACQUISITION CORPORATION

By: -----------------------------
Name:
Title:
Address:

ENGINEERING DESIGN TEAM, INC.

By: -----------------------------
Name:
Title:
Address:

[SIGNATURE PAGE TO FIRST AMENDMENT TO
AMENDED AND RESTATED REVOLVING CREDIT AGREEMENT]

LENDERS:

SUNTRUST BANK, as Administrative
Agent, Issuing Bank, Swingline
Lender and as a Lender

By: _____________________________
Name:
Title:

WACHOVIA BANK, NATIONAL ASSOCIATION

By: _____________________________
Name:
Title:

HSBC BANK USA, N.A.
By: _____________________________
Name:
Title:

REGIONS BANK

By: _____________________________
Name:
Title:

COMMERCEBANK, N.A.

By: _____________________________
Name:
Title:

THE NORTHERN TRUST COMPANY

By: _____________________________
Name:
Title:

CITIBANK, F.S.B.

By: _____________________________
Name:
Title:

[SIGNATURE PAGE TO FIRST AMENDMENT TO
AMENDED AND RESTATED REVOLVING CREDIT AGREEMENT]

Exhibit 31.1

RULE 13a-14(a)/15d-14(a) CERTIFICATION

I, Laurans A. Mendelson, Chief Executive Officer of HEICO Corporation, certify that:

(1) I have reviewed this quarterly report on Form 10-Q of HEICO Corporation;

(2) Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

(3) Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

(4) The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

(5) The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: September 11, 2006

/s/ LAURANS A. MENDELSON

Laurans A. Mendelson
Chief Executive Officer

Exhibit 31.2

RULE 13a-14(a)/15d-14(a) CERTIFICATION

I, Thomas S. Irwin, Chief Financial Officer of HEICO Corporation, certify that:

(1) I have reviewed this quarterly report on Form 10-Q of HEICO Corporation;

(2) Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

(3) Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

(4) The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

(5) The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: September 11, 2006

/s/ THOMAS S. IRWIN

Thomas S. Irwin
Chief Financial Officer

Exhibit 32.1

SECTION 1350 CERTIFICATION

In connection with the Quarterly Report of HEICO Corporation (the "Company") on Form 10-Q for the period ended July 31, 2006 as filed with the Securities and Exchange Commission on the date hereof (the "Report") I, Laurans A. Mendelson, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: September 11, 2006

/S/ LAURANS A. MENDELSON

Laurans A. Mendelson
Chief Executive Officer

Exhibit 32.2

SECTION 1350 CERTIFICATION

In connection with the Quarterly Report of HEICO Corporation (the "Company") on Form 10-Q for the period ended July 31, 2006 as filed with the Securities and Exchange Commission on the date hereof (the "Report") I, Thomas S. Irwin, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: September 11, 2006

/S/ THOMAS S. IRWIN

Thomas S. Irwin

Chief Financial Officer