

**FORM 5**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

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**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Form 3 Holdings Reported.

Form 4 Transactions Reported.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Macau Carlos L</u> _____ (Last) (First) (Middle) 3000 TAFT STREET _____ (Street) HOLLYWOOD FL 33021 _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol HEICO CORP [ HEI, HELA ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) X EVP-CFO & Treasurer
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 10/31/2018	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Class A Common Stock							7,322 <sup>(1)</sup>	D	
Common Stock							1,580 <sup>(1)</sup>	I	401k Plan <sup>(2)</sup>
Class A Common Stock							1,600 <sup>(1)</sup>	I	401k Plan <sup>(2)</sup>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
						(A)	(D)					
Option (Right to purchase Class A Common Stock)	\$12.8041						(3) 06/01/2022	Class A Common Stock	122,070	122,070 <sup>(4)</sup>	D	
Option (Right to purchase Class A Common Stock)	\$12.8123						(3) 06/18/2022	Class A Common Stock	30,518	30,518 <sup>(4)</sup>	D	
Option (Right to purchase Class A Common Stock)	\$15.4501						(3) 06/10/2023	Class A Common Stock	61,036	61,036 <sup>(4)</sup>	D	
Option (Right to purchase Class A Common Stock)	\$24.9088						(3) 06/08/2025	Class A Common Stock	48,829	48,829 <sup>(4)</sup>	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
					(A)	(D)	Date Exercisable	Expiration Date						Title
Option (Right to purchase Class A Common Stock)	\$22.2003						(3)	12/14/2025	Class A Common Stock	48,829		48,829 <sup>(4)</sup>	D	
Option (Right to purchase Class A Common Stock)	\$38.3744						(3)	03/17/2027	Class A Common Stock	97,656		97,656 <sup>(4)</sup>	D	
Option (Right to purchase Class A Common Stock)	\$56.24						(3)	03/16/2028	Class A Common Stock	62,500		62,500 <sup>(4)</sup>	D	

**Explanation of Responses:**

- All shares reflect the impact of 5-for-4 stock splits that were effected on June 28, 2018, January 18, 2018 and April 19, 2017, respectively.
- Represents shares held for the benefit of the Reporting Person by the HEICO Corporation 401k plan based on a plan statement dated October 31, 2018.
- These options are exercisable at 20% per year over five years from the date of grant.
- All shares reflect the impact of a 5-for-4 stock split that was effected on June 28, 2018.

**Remarks:**

/s/ Carlos L. Macau                      12/12/2018

\*\* Signature of Reporting Person      Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**