

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>MENDELSON LAURANS A</u>  (Last) (First) (Middle) <u>3000 TAFT STREET</u>  (Street) <u>HOLLYWOOD FL 33021</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>HEICO CORP [ HEI, HEI.A ]</u>  3. Date of Earliest Transaction (Month/Day/Year) <u>06/01/2010</u>  4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner  <input checked="" type="checkbox"/> Officer (give title below) Other (specify below)  <u>COB and CEO</u>  6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person  Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								244,691 <sup>(6)</sup>	D	
Class A Common Stock								61,303 <sup>(7)</sup>	D	
Common Stock								502,980 <sup>(1)</sup>	I	Owned by Partnership <sup>(1)</sup>
Common Stock								348,822 <sup>(2)</sup>	I	Owned by Partnership <sup>(2)</sup>
Class A Common Stock								293 <sup>(2)</sup>	I	Owned by Partnership <sup>(2)</sup>
Class A Common Stock								80,136 <sup>(3)</sup>	I	Owned by Corporation <sup>(3)</sup>
Common Stock								33,969 <sup>(4)</sup>	I	By 401(k) <sup>(4)</sup>
Class A Common Stock								31,587 <sup>(4)</sup>	I	By 401(k) <sup>(4)</sup>
Common Stock	06/01/2010		G	V	625	D	\$0	52,331 <sup>(5)</sup>	I	Owned by Charitable Foundation <sup>(5)</sup>
Common Stock	07/13/2010		G	V	2,600	D	\$0	49,731 <sup>(5)</sup>	I	Owned by Charitable Foundation <sup>(5)</sup>
Class A Common Stock								16,468 <sup>(5)</sup>	I	Owned by Charitable Foundation <sup>(5)</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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. Represents shares owned by LAM Limited Partners, a partnership whose sole general partner is a corporation controlled by Arlene Mendelson, the wife of the Reporting person, and includes an aggregate of 100,596 shares of Common Stock acquired by the Reporting Person on April 27, 2010 upon receipt of shares distributed by the Issuer pursuant to a 5 for 4 stock split.
2. Represents shares owned by LAM Alpha Limited Partners, a partnership whose sole general partner is a corporation controlled by the Reporting Person and includes an aggregate of 69,764 shares of Common Stock and 58 shares of Class A Common Stock acquired by the Reporting Person on April 27, 2010 upon receipt of shares distributed by the Issuer pursuant to a 5 for 4 stock split.
3. Represents shares owned by Mendelson International Corporation, a corporation of which the Reporting Person is the Chairman of the Board. The Reporting Person disclaims beneficial ownership of securities held by Mendelson International Corporation. Includes an aggregate of 16,027 shares of Class A Common Stock acquired on April 27, 2010 upon receipt of shares distributed by the Issuer pursuant to a 5 for 4 stock split.
4. Represents shares held for the benefit of the Reporting Person by the HEICO Corporation 401(k), based on a plan statement dated July 26, 2010 and includes an aggregate of 6,791 shares of Common Stock

and 6,315 shares of Class A Common Stock acquired by the Reporting Person on April 27, 2010 upon receipt of shares distributed by the Issuer pursuant to a 5 for 4 stock split.

5. Represents shares owned by the Laurans A. and Arlene H. Mendelson Charitable Foundation, Inc. (the Foundation), a non-profit Charitable Corporation. The Reporting Person disclaims beneficial ownership of securities held by the Foundation. Includes an aggregate of 10,590 shares of Common Stock and 3,293 shares of Class A Common Stock acquired on April 27, 2010 upon receipt of shares distributed by the Issuer pursuant to a 5 for 4 stock split.

6. Includes an aggregate of 48,937 shares of Common Stock acquired by the Reporting Person on April 27, 2010 upon receipt of shares distributed by the Issuer pursuant to a 5 for 4 stock split.

7. Includes an aggregate of 12,260 shares of Class A Common Stock acquired by the Reporting Person on April 27, 2010 upon receipt of shares distributed by the Issuer pursuant to a 5 for 4 stock split.

Remarks:

[Laurans A. Mendelson](#)

[07/28/2010](#)

\*\* Signature of Reporting Person

Date

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

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

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

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

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