

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

Estimated average burden hours per response: 0.5

1. Name and Address of Reporting Person* <u>MENDELSON ERIC A</u>  (Last) (First) (Middle) <u>825 BRICKELL BAY DRIVE, SUITE 1644</u>  (Street) <u>MIAMI</u> <u>FL</u> <u>33131</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>HEICO CORP</u> [ <u>HEI</u> , <u>HEI.A</u> ]  3. Date of Earliest Transaction (Month/Day/Year) <u>05/24/2012</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 10% Owner  <input checked="" type="checkbox"/> Officer (give title below) Other (specify below)  <u>Co- President</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	05/24/2012		G	V	600	D	\$0	364,592 <sup>(1)</sup>	D	
Class A Common Stock								110,131 <sup>(1)</sup>	D	
Class A Common Stock								125,212	I	Owned by Corporation <sup>(2)</sup>
Common Stock								160,858	I	Owned by Partnership <sup>(3)</sup>
Common Stock								1,853	I	As custodian for minor children <sup>(4)</sup>
Class A Common Stock								2,134	I	As custodian for minor children <sup>(4)</sup>
Common Stock								41,964	I	By 401(k) <sup>(5)</sup>
Class A Common Stock								38,940	I	By 401(k) <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. Amount of Securities beneficially owned by the Reporting Person includes 73,037 shares of Common Stock and 22,026 shares of Class A Common Stock acquired by the Reporting Person on April 25, 2012 upon receipt of shares distributed by the Issuer pursuant to a 5 for 4 stock split.

2. Represents shares owned by Mendelson International Corporation whose stock is owned solely by the Reporting Person and Victor Mendelson, the brother of the Reporting Person and includes 25,042 shares of Class A Common Stock acquired on April 25, 2012 upon receipt of shares distributed by the Issuer pursuant to a 5 for 4 stock split.

3. Represents shares owned by EAM Management Limited Partners, a partnership whose sole general partner is a corporation controlled by the Reporting Person and includes 32,171 shares of Common Stock acquired on April 25, 2012 upon receipt of shares distributed by the Issuer pursuant to a 5 for 4 stock split.

4. Includes 370 shares of Common Stock and and 426 shares of Class A Common Stock acquired on April 25, 2012 upon receipt of shares distributed by the Issuer pursuant to a 5 for 4 stock split.

5. Represents shares held for the benefit of the Reporting Person by the HEICO Corporation 401(k), based on a plan statement dated May 24, 2012.

Remarks:

Eric A Mendelson  
\*\* Signature of Reporting Person

06/04/2012  
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.