

U.S. SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or  
Section 30(f) of the Investment Company Act of 1940

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

1. Name and Address of Reporting Person\*

|                                    |         |          |
|------------------------------------|---------|----------|
| Mendelson                          | Victor  | H.       |
| (Last)                             | (First) | (Middle) |
| 825 Brickell Bay Drive, 16th Floor |         |          |
| (Street)                           |         |          |
| Miami                              | Florida | 33131    |
| (City)                             | (State) | (Zip)    |

2. Issuer Name and Ticker or Trading Symbol

Heico Corporation "HEI" and "HEI.A"

3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

###-##-####

4. Statement for Month/Year

October 10, 2002

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person to Issuer  
(Check all applicable)

|                                                                |                                                |
|----------------------------------------------------------------|------------------------------------------------|
| <input checked="" type="checkbox"/> Director                   | <input type="checkbox"/> 10% Owner             |
| <input checked="" type="checkbox"/> Officer (give title below) | <input type="checkbox"/> Other (specify below) |

Executive Vice President

7. Individual or Joint/Group Filing (Check applicable line)

|                                                                        |
|------------------------------------------------------------------------|
| <input checked="" type="checkbox"/> Form filed by one Reporting Person |
| <input type="checkbox"/> Form filed by more than one Reporting Person  |

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

| 1.<br>Title of Security<br>(Instr. 3) | 2.<br>Transaction<br>Date<br>(mm/dd/yy) | 3.<br>Transaction<br>Code<br>(Instr. 8)<br>Code V | 4.<br>Securities Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5)<br>Amount or Price | 5.<br>Amount of<br>Securities<br>Beneficially<br>Owned at End<br>of Month<br>(Instr. 3<br>and 4) | 6.<br>Owner-<br>ship<br>Form:<br>Direct<br>(D) or<br>Indirect<br>(I)<br>(Instr. 4) | 7.<br>Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|---------------------------------------------------|-----------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------|----------------------------------------------------------------------|
| Common Stock                          | 10/10/02(1)                             | T                                                 | 225 A \$9.04(1)                                                                               | 15,151                                                                                           | I                                                                                  | 401(k) Plan                                                          |
| Class A Common Stock                  |                                         |                                                   |                                                                                               | 11,916                                                                                           | I                                                                                  | 401(k) Plan                                                          |
| Class A Common Stock                  |                                         |                                                   |                                                                                               | 2,215                                                                                            | D                                                                                  |                                                                      |
| Common Stock                          |                                         |                                                   |                                                                                               | 695                                                                                              | D                                                                                  |                                                                      |
| Common Stock                          |                                         |                                                   |                                                                                               | 157,282                                                                                          | I                                                                                  | By Mendelson<br>Int'l Corp.                                          |
| Class A Common Stock                  |                                         |                                                   |                                                                                               | 119,713                                                                                          | I                                                                                  | By Mendelson<br>Int'l Corp.                                          |
| Class A Common Stock                  |                                         |                                                   |                                                                                               | 546                                                                                              | I                                                                                  | (2)                                                                  |

(Over)

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