**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

 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

   MENDELSON VICTOR H  
   (Last)  (First)  (Middle)  
   825 BRICKELL BAY DRIVE, SUITE 1644 MIAMI FL 33131

2. Issuer Name and Ticker or Trading Symbol

   HEICO CORP [ HEI, HEI.A ]

3. Date of Earliest Transaction (Month/Day/Year)

   10/12/2020

4. If Amendment, Date of Original Filed (Month/Day/Year)

   

5. Relationship of Reporting Person(s) to Issuer

   X Director 10% Owner
   X Officer (give title below) Other (specify below)  
   Co-President

6. Individual or Joint/Group Filing (Check Applicable Line)

   X Form filed by One Reporting Person

   

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

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 4)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 4)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>10/12/2020</td>
<td>P</td>
<td>978 A</td>
<td>$111,4425</td>
<td>3,238</td>
<td>I</td>
<td>By 409A Plan(6)</td>
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<td></td>
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</table>

**Explanation of Responses:**

1. Represents shares owned by Mendelson International Corporation whose stock is owned solely by the Reporting Person and Eric Mendelson, the brother of the Reporting Person.
2. Represents shares owned by VHM Management Limited Partners, a partnership whose sole general partner is a corporation controlled by the Reporting Person.
3. Represents shares held for the benefit of the Reporting Person by the HEICO Corporation 401(k), based on a plan statement dated October 12, 2020.
4. Represents shares gifted by the Reporting Person to trusts for the benefit of the Reporting Person's immediate family members and whose Trustee is the Reporting Person.
5. Represents shares owned by the Victor H. Mendelson Revocable Investment Trust which is owned solely by the Reporting Person.
6. Represents shares held for the reporting person by the HEICO Corporation Leadership Compensation Plan (409A Plan).

Remarks:

/s/ Victor H. Mendelson 10/14/2020

** 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).

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.