

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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.

ANNUAL 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

OMB APPROVAL

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|   |   |  |
|---|---|--|
| 1. Name and Address of Reporting Person*<br><u>Harlow William S</u><br><br>(Last) (First) (Middle)<br><u>3000 TAFT STREET</u><br><br>(Street)<br><u>HOLLYWOOD, FL 33021</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>HEICO CORP [ HEI, HEI.A ]</u><br><br>3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)<br><u>10/31/2014</u><br><br>4. If Amendment, Date of Original Filed (Month/Day/Year)<br><u>11/13/2014</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>VP-Acquisitions</u><br><br>6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>Form filed by More than One Reporting Person |
|---|---|--|

| 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 |  |  |   |
| Common Stock   |                                      |  |                                |   |            |       | 832  | I  | By 401(k) <sup>(1)</sup>                              |
| Class A Common Stock   |                                      |  |                                |   |            |       | 1,045  | I  | By 401(k) <sup>(1)</sup>                              |
| Common Stock   |                                      |  |                                |   |            |       | 1,181  | I  | By IRA <sup>(2)</sup>                                 |
| Class A Common Stock   |                                      |  |                                |   |            |       | 5,479  | I  | By IRA <sup>(2)</sup>                                 |

| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned<br>(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   | Amount or Number of Shares |  |  |   |  |
| Option (Right to purchase Class A Common Stock)   | \$24.672   |                                      |  |                                |  |     | (3)  | 09/14/2022      | Class A Common Stock  | 6,250                      |  | 6,250  | D   |  |

Explanation of Responses:

1. Represents shares held for the benefit of the Reporting Person by the HEICO Corporation 401(k), based on a plan statement dated October 31, 2014.
2. Represents shares held for the benefit of the Reporting Person by an individual IRA account, based on an account statement as of October 31, 2014. This line item was amended to reflect an additional 63 shares of Common Stock and 406 shares of Class A Common Stock acquired pursuant to a dividend reinvestment feature.
3. The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate of 6,250 shares of Class A Common Stock at an exercise price of \$24.672 per share, as adjusted for stock splits and stock dividends. These Options become exercisable on various dates and expire on September 14, 2022.

Remarks:

William S. Harlow 02/11/2015  
\*\* 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.