

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).

OMB APPROVAL	
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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* <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>12/16/2010</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 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			
Class A Common Stock	12/16/2010		M		35,438	A	\$11.3058	87,568	D	
Class A Common Stock	12/16/2010		F		18,623	D	\$40.71	68,945	D	
Common Stock	12/17/2010		M		68,750	A	\$11.3058	106,286	D	
Common Stock	12/17/2010		F		33,529	D	\$53.97	72,757	D	
Class A Common Stock								80,136	I	Owned by Corporation ⁽¹⁾
Common Stock								102,950	I	Owned by Partnership ⁽²⁾
Common Stock								1,187	I	As custodian for minor children
Class A Common Stock								1,367	I	As custodian for minor children
Common Stock								26,622	I	By 401(k) ⁽³⁾
Class A Common Stock								24,551	I	By 401(k) ⁽³⁾

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				
Option (right to purchase Class A Common Stock)	\$11.3058	12/16/2010		M			35,438	06/11/2005	06/11/2011	Class A Common Stock	35,438	\$0	0 ⁽⁴⁾	D	
Option (right to purchase Common Stock)	\$11.3058	12/17/2010		M			68,750	06/11/2005	06/11/2011	Common Stock	68,750	\$0	100,000 ⁽⁴⁾	D	

Explanation of Responses:

1. 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..
2. Represents shares owned by EAM Management Limited Partners, a partnership whos sold general partner is a ccorporation 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 December 15, 2010.
4. Reporting Person owns directly options entitling Reporting Person to purchase an aggregate of 434,375 shares of Common Stock and 48,126 shares of Class A Common Stock. These options become exercisable on various dates and have various expiration dates.

Remarks:

[Eric A Mendelson](#)

** Signature of Reporting Person

[12/20/2010](#)

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.