

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

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* <u>MEDELSON VICTOR H</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 [HEI, HEI.A]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>03/17/2017</u> 4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <div><input checked="" type="checkbox"/> Director 10% Owner</div> <div><input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Co-President</u></div> 6. Individual or Joint/Group Filing (Check Applicable Line) <div><input checked="" type="checkbox"/> Form filed by One Reporting Person</div> <div>Form filed by More than One Reporting Person</div> |
|---|--|---|

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 | | | |

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 Common Stock) | \$16.1751 | | | | | | | (1) | 09/14/2019 | Common Stock | 244,141 | | 244,141 | D | |
| Option (Right to purchase Common Stock) | \$21.4426 | | | | | | | (2) | 09/13/2020 | Common Stock | 195,313 | | 195,313 | D | |
| Option (Right to purchase Common Stock) | \$31.1232 | | | | | | | (3) | 09/12/2021 | Common Stock | 156,250 | | 156,250 | D | |
| Option (Right to purchase Common Stock) | \$41.816 | | | | | | | (4) | 06/10/2023 | Common Stock | 62,500 | | 62,500 | D | |
| Option (Right to purchase Common Stock) | \$57.95 | | | | | | | (5) | 06/08/2025 | Common Stock | 50,000 | | 50,000 | D | |
| Option (Right to purchase Common Stock) | \$48.73 | | | | | | | (6) | 12/14/2025 | Common Stock | 50,000 | | 50,000 | D | |
| Option (Right to purchase Class A Common Stock) | \$30.176 | | | | | | | (7) | 06/10/2023 | Class A Common Stock | 62,500 | | 62,500 | D | |
| Option (Right to purchase Common Stock) | \$87.82 | 03/17/2017 | | A | | 100,000 | | (8) | 03/17/2027 | Common Stock | 100,000 | \$0 | 100,000 | D | |

Explanation of Responses:

1. The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate of 244,141 shares of Common Stock at an exercise price of \$16.1751 per share, as adjusted for stock splits and stock dividends. These Options became exercisable on various dates and expire on September 14, 2019.
2. The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate of 195,313 shares of Common Stock at an exercise price of \$21.4426 per share, as adjusted for stock splits and stock dividends. These Options become exercisable on various dates and expire on September 13, 2020.
3. The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate of 156,250 shares of Common Stock at an exercise price of \$31.1232 per share, as adjusted for stock splits and stock dividends. These Options become exercisable on various dates and expire on September 12, 2021.
4. The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate of 62,500 shares of Common Stock at an exercise price of \$41.8160 per share, as adjusted for stock splits and

stock dividends. These Options become exercisable on various dates and expire on June 10, 2023.

5. The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate of 50,000 shares of Common Stock at an exercise price of \$57.95 per share, as adjusted for stock splits and stock dividends. These Options become exercisable on various dates and expire on June 8, 2025.

6. The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate of 50,000 shares of Common Stock at an exercise price of \$48.73 per share, as adjusted for stock splits and stock dividends. These Options become exercisable on various dates and expire on December 14, 2025.

7. The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate of 62,500 shares of Class A Common Stock at an exercise price of \$30.176 per share, as adjusted for stock splits and stock dividends. These Options become exercisable on various dates and expire on June 10, 2023.

8. These options become exercisable 20% per year over five years from the date of Grant.

Remarks:

| | |
|----------------------------------|-------------------|
| <u>/s/ Victor H. Mendelson</u> | <u>03/20/2017</u> |
| ** 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.