

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).

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	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person * <u>IRWIN THOMAS S</u>  (Last) (First) (Middle) <u>3000 TAFT STREET</u>  (Street) <u>HOLLYWOOD FL 33021</u>  (City) (State) (Zip)	2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>HEICO CORP [ HEI, HEI.A ]</u>  3. Date of Earliest Transaction (Month/Day/Year) <u>03/31/2011</u>  4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Executive Vice 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	03/31/2011		M		21,000	A	\$11.3058	23,100	D	
Class A Common Stock	03/31/2011		F		2,100	D	\$45.2	21,000	D	
Class A Common Stock	04/01/2011		S		20,750	D	\$44.5114	250	D	
Common Stock	03/31/2011		M		56,250	A	\$9.3818	94,350	D	
Common Stock	03/31/2011		F		24,921	D	\$63.72	69,429	D	
Common Stock	04/01/2011		S		31,300	D	\$61.424	38,129	D	
Common Stock								68,215	I	Irwin Family Trust <sup>(1)</sup>
Class A Common Stock								41,566	I	401(k) Plan <sup>(2)</sup>
Common Stock								44,552	I	401(k) Plan <sup>(2)</sup>

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	03/31/2011		M			21,000	06/11/2005	06/11/2011	Class A Common Stock	21,000	\$0	0 <sup>(3)</sup>	D	
Option (right to purchase Common Stock)	\$9.3818	03/31/2011		M			56,250	06/17/2002	06/17/2012	Common Stock	56,250	\$0	0 <sup>(3)</sup>	D	

Explanation of Responses:

1. Represents shares held in the Irwin Family Irrevocable Trust (the Trust) whose trustee is Carrie Irwin, the Reporting Person's daughter.
2. Represents shares held for the benefit of the Reporting Person by the HEICO Corporation 401(k) Plan based on a plan statement dated March 30, 2011
3. The Reporting Person owns directly options entitling the Reporting Person to purchase an aggregate of 62,501 shares of Common Stock and 18,750 shares of Class A Common Stock. These options become exercisable on various dates and have various expiration dates.

Remarks:

Thomas S. Irwin 04/04/2011  
\*\* Signature of Reporting Person Date

\* 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.**