

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>Macau Carlos L</u> (Last) (First) (Middle) <u>3000 TAFT STREET</u> (Street) <u>HOLLYWOOD FL 33021</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>HEICO CORP [HEI, HEIA]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>03/16/2018</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>EVP-CFO & Treasurer</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			

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)	\$16.0051							(1)	06/01/2022	Class A Common Stock	97,656		97,656	D	
Option (Right to purchase Class A Common Stock)	\$16.0154							(2)	06/18/2022	Class A Common Stock	24,414		24,414	D	
Option (Right to purchase Class A Common Stock)	\$19.3126							(3)	06/10/2023	Class A Common Stock	48,829		48,829	D	
Option (Right to purchase Class A Common Stock)	\$31.136							(4)	06/08/2025	Class A Common Stock	39,063		39,063	D	
Option (Right to purchase Class A Common Stock)	\$27.7504							(5)	12/14/2025	Class A Common Stock	39,063		39,063	D	
Option (Right to purchase Class A Common Stock)	\$47.968							(6)	03/17/2027	Class A Common Stock	78,125		78,125	D	
Option (Right to purchase Class A Common Stock)	\$70.3	03/16/2018		A		50,000		(7)	03/16/2028	Class A Common Stock	50,000	\$0	50,000	D	

Explanation of Responses:

1. The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate of 97,656 shares of Class A Common Stock at an exercise price of \$16.0051 per share, as adjusted for stock splits and stock dividends. These Options become exercisable on various dates and expire on June 1, 2022.
2. The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate of 24,414 shares of Class A Common Stock at an exercise price of \$16.0154 per share, as adjusted for

stock splits and stock dividends. These Options become exercisable on various dates and expire on June 18, 2022.

3. The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate of 48,829 shares of Class A Common Stock at an exercise price of \$19.3126 per share, as adjusted for stock splits and stock dividends. These Options become exercisable on various dates and expire on June 10, 2023.
4. The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate of 39,063 shares of Class A Common Stock at an exercise price of \$31.136 per share, as adjusted for stock splits and stock dividends. These Options become exercisable on various dates and expire on June 8, 2025.
5. The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate of 39,063 shares of Class A Common Stock at an exercise price of \$27.7504 per share, as adjusted for stock splits and stock dividends. These Options become exercisable on various dates and expire on December 14, 2025.
6. The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate of 78,125 shares of Class A Common Stock at an exercise price of \$47.968 per share, as adjusted for stock splits and stock dividends. These Options become exercisable on various dates and expire on March 17, 2027.
7. These Options become exercisable 20% per year over five years from the date of grant.

Remarks:

[/s/ Carlos L. Macau](#)

** Signature of Reporting Person

[03/20/2018](#)

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.