

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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
Estimated average burden hours per response:	0.5

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 [ HEI, HEI.A ]</u>  3. Date of Earliest Transaction (Month/Day/Year) <u>12/20/2012</u>  4. If Amendment, Date of Original Filed (Month/Day/Year) <u>12/21/2012</u>	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
--	---	---

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			
Common Stock	12/26/2012		G	V	1,502	D	\$0	356,852 <sup>(1)</sup>	D	
Common Stock	12/28/2012		G	V	117,066	D	\$0	239,786 <sup>(1)</sup>	D	
Class A Common Stock								138,488 <sup>(1)</sup>	D	
Common Stock								6,238 <sup>(2)</sup>	I	By Keough Account
Class A Common Stock	12/20/2012		P		1,300	A	\$31.1109	2,256 <sup>(2)</sup>	I	By Keough Account
Common Stock	12/28/2012		G	V	117,066	A	\$0	117,066	I	By Trusts <sup>(3)</sup>
Class A Common Stock								125,212	I	Owned by Corporation <sup>(4)</sup>
Common Stock								160,858	I	Owned by Partnership <sup>(5)</sup>
Common Stock								1,853	I	As custodian for minor children
Class A Common Stock								2,134	I	As custodian for minor children
Common Stock								42,079	I	By 401(k) <sup>(6)</sup>
Class A Common Stock								39,067	I	By 401(k) <sup>(6)</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				

Explanation of Responses:

1. Amount of Securities beneficially owned by the Reporting Person and previously reported as direct ownership has been amended to exclude 6,238 shares of Common Stock and 956 shares of Class A Common Stock held by the Reporting Person's Keough Account and now included in amounts as set forth in (2) below.
2. Amounts of Securities beneficially owned by the Reporting Person includes 6,238 shares of Common Stock and 956 shares of Class A Common Stock held by the Reporting Person's Keough Account and previously reported as direct ownership as noted in (1) above.
3. Represents shares gifted by the Reporting Person to trusts for the benefit of the Reporting Person's immediate family members and whose Trustee is the Reporting Person.
4. Represents shares owned by Mendelson International Corporation whose stock is owned by the Reporting Person and Victor Mendelson, the brother of the Reporting Person.
5. Represents shares owned by EAM Management Limited Partners, a partnership whose sole general partner is a corporation controlled by the Reporting Person.
6. Represents shared held for the benefit of the Reporting Person by the HEICO Corporation 401(k), based on a plan statement dated December 20, 2012.

Remarks:

[Eric A Mendelson](#)

\*\* Signature of Reporting Person

[01/11/2013](#)

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.