FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

washington, D.C. 200

STATEMENT	OF CHANGES	IN BENEFICIAL	OWNERSHIP

OMB APPROVAL								
OMB Number:	3235-0287							
Estimated average burden								
hours ner resnonse.	0.5							

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

1. Name and Address of Reporting Person* MENDELSON ERIC A				2. Issuer Name and Ticker or Trading Symbol HEICO CORP [HEI, HEI.A]								Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner						
ast) (First) (Middle) 25 S. BRICKELL BAY DRIVE UITE 1643							est Tra	nsactio	on (Moi	nth/Day/Year)		X Officer (give title Other (specify below) Executive Vice President						
		33131			4. If Amendment, Date of Original Filed (Month/Day/Year)								Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting					
(S	tate)	(Zip)											Persor	1				
	Tak	ole I -	Non-Der	ivativ	e Sec	curiti	ies A	cquii	red, [-			ally Owned	<u> </u>				
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)		(A) or . 3, 4 and	Beneficially Owned Following		Form: Dire (D) or Indi	ect Indire rect Benef) Owne	7. Nature of Indirect Beneficial Ownership		
							Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)			(iiisu.	(11341.4)		
Common Sto	ock												3,933		D			
Stock			05/10/2	007	7					30,000	A \$	\$8.7658	177,733		D			
Stock			05/10/2	007				F		6,943	D	\$37.87	170,790)	D			
ass A Common Stock										64,709				ed by oration				
mmon Stock										157,282				ed by oration ⁽¹⁾				
Common Stock										82,360		I	I Owned Partner					
Common Stock											950		I for:					
Class A Common Stock										1,094		I	As custodian for minor children					
Stock													20,355		I	By 401(k) ⁽³⁾		
Common Sto	ock												19,198		I	By 4	01(k) ⁽³⁾	
		Table																
Derivative Conversion Date Executity Or Exercise (Month/Day/Year) if an	Execu	eemed ition Date,	4. Transa	5. Number of Derivative Securities Acquired (A) or Disposed		mber rative rities rired r osed) (Instr	6. Date Exer Expiration D (Month/Day/		ercisable and Date	7. Title and Amo of Securities Underlying		8. Price of Derivative Security	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Form: Direct (D) or Indirect	11. Nature of Indirec Beneficia Ownershi (Instr. 4)			
				Code	v	(A)	(D)			Expiration e Date	Title	or Numb of	er					
\$8.7656	05/10/2007			M			30,000	09/1	12/1997	7 09/12/2007			\$0		0	D		
	(Figure 1) (Figure 2) (Figure 2) (Figure 3)	(First) RICKELL BAY DRIVE 643 (State) Tak Security (Instr. 3) Common Stock Stock Stock Stock Stock Stock Stock Common Stock Stock Common Stock Common Stock Stock Common Stock Stock Common Stock	(First) (Middle RICKELL BAY DRIVE 643 (State) (Zip) Table I - Security (Instr. 3) Common Stock Stock Stock Stock Stock Stock Common Stock Stock Common Stock Table 2. Conversion of Exercise Price of Derivative Security Security (Month/Day/Year) (Month/Day/Year)	(First) (Middle) RICKELL BAY DRIVE 643 Table I - Non-Der Security (Instr. 3) Common Stock Stock Stock Stock Stock Stock Stock Stock Table II - Derivative (e.g., price of Derivative Security Security Sala Deemed Stock	FILSON ERIC A (First) (Middle) RICKELL BAY DRIVE 643 Table I - Non-Derivativ Security (Instr. 3) 2. Transaction Date (Month/Day/Year) Common Stock Stock Stock Stock Stock Stock Table II - Derivative (e.g., puts, puts	FLSON ERIC A (First) (Middle) RICKELL BAY DRIVE 643 Table I - Non-Derivative Set Security (Instr. 3) Common Stock Stock Stock O5/10/2007 Stock Stock Stock Stock Stock Stock Table II - Derivative Set (e.g., puts, calls price of Derivative Set (e.g., puts, calls (month/Day/Year) An analysis of the security of the securi	(First) (Middle) RICKELL BAY DRIVE 643 Table I - Non-Derivative Securiti (Month/Day/Year) Security (Instr. 3) Table I - Non-Derivative Securiti (Month/Day/Year) Stock Stock Stock Stock Stock Stock Stock Stock Table II - Derivative Securiti (e.g., puts, calls, wa Common Stock Table II - Derivative Securiti (any (Month/Day/Year) A lif Amendmen A Jah Deemed Execution Diff any (Month/Day/Year) Table II - Derivative Securitie (e.g., puts, calls, wa Conversion or Exercise Price of Derivative Securitie (e.g., puts, calls, wa Code (Instr. b) of Code (Instr. b) of Obisp of (0 3, 4 4 4 5 5 6 c 6 6 7 6 6 7 6 6 7 6 6 7 6 6 7 6 7 6	(First) (Middle) RICKELL BAY DRIVE 643 Table I - Non-Derivative Securities A Security (Instr. 3) Common Stock Stock O5/10/2007 Common Stock Stock Stock Table II - Derivative Securities A (e.g., puts, calls, warrani Conversion Oate (Month/Day/Year) A. If Amendment, Date Execution Date, if any (Month/Day/Year) Common Stock Stock Stock Common Stock Stock Common Stock Table II - Derivative Securities A (e.g., puts, calls, warrani Conversion Oate (e.g., puts, calls, warrani Conversion Oate (Month/Day/Year) A. Table II - Derivative Securities A (e.g., puts, calls, warrani Conversion Oate (e.g., puts, calls, varrani Conversion Oate (e.g., puts, calls, varrani Conv	Common Stock Stock	HEICO CORP HEI, HEI HEICO CORP HEI, HEI Security (Instr. 3) 2. Transaction Date (Month/Day/Year) Month/Day/Year) Month/Month/Day/Year) Mon	### Common Stock Stock Stock Table I - Derivative Securities Acquired, Disposed of Stock Stock Table II - Derivative Securities Acquired, Disposed of Gright (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of Gright (Month/Day/Year) Stock Stock Table II - Derivative Securities Acquired, Disposed of Gright (Month/Day/Year) Stock Stock Table II - Derivative Securities Acquired, Disposed of Gright (Month/Day/Year) Stock Stock Stock Table II - Derivative Securities Acquired, Disposed of Gright (Month/Day/Year) Stock Common Stock Stock Stock Stock Common Stock Stock Stock Stock Common Stock Stock Stock Common Stock Stock Stock Stock Common Stock Stock Stock Stock Stock Stock Common Stock Stock Stock Stock Stock Stock Stock Stock Common Stock Stock	Common Stock Stock	Common Stock Stock	HEICO CORP HEI, HEIA	HEICO CORP HEI, HEI.A	First Common Stock	HEICO CORP	

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 whose sole general partner is a corporation 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 May 13, 2007.

Remarks:

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.