

**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>IRWIN THOMAS S</u>  (Last) (First) (Middle) 3000 TAFT STREET  (Street) HOLLYWOOD FL 33021  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>HEICO CORP [ HEI, HELA ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner Officer (give title below) Other (specify below)  Executive Vice President, CFO
	3. Date of Earliest Transaction (Month/Day/Year) 04/16/2007	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	04/16/2007		M		15,200	A	\$7.4718	25,913	D	
Class A Common Stock	04/16/2007		F		3,715	D	\$30.57	22,198	D	
Class A Common Stock	04/16/2007		S		11,400	D	\$31	10,798	D	
Class A Common Stock	04/17/2007		M		7,222	A	\$7.4718	18,020	D	
Class A Common Stock	04/17/2007		F		1,740	D	\$31	16,280	D	
Class A Common Stock	04/17/2007		S		14,600	D	\$31	1,680	D	
Common Stock								267,131	D	
Class A Common Stock								32,764	I	401(k) Plan <sup>(1)</sup>
Common Stock								34,300	I	401(k) Plan <sup>(1)</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
Option (right to purchase Class A Common Stock)	\$7.4718	04/16/2007		M		15,200		06/06/1997	06/06/2007	Class A Common Stock	15,200	\$0	7,222	D	
Option (right to purchase Class A Common Stock)	\$7.4718	04/17/2007		M		7,222		06/06/1997	06/06/2007	Class A Common Stock	7,222	\$0	0	D	

**Explanation of Responses:**

1. Represents shares held for the benefit of the Reporting Person by the HEICO Corporation 401(k) Plan based on a plan statement dated April 15, 2007.

**Remarks:**

Thomas S. Irwin 04/18/2007

\*\* 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.

