

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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) <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, HEI.A]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>05/27/2010</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 X Officer (give title below) Other (specify below) <u>Executive Vice President</u> 6. Individual or Joint/Group Filing (Check Applicable Line) X 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								2,100 ⁽¹⁾	D	
Common Stock	05/27/2010		M		100,000	A	\$11.3058	137,513 ⁽²⁾	D	
Common Stock	05/27/2010		F		37,513	D	\$38.88	100,000	D	
Common Stock	05/27/2010		S		60,000	D	\$40.0261	40,000	D	
Common Stock								68,215 ⁽³⁾	I	Irwin Family Trust ⁽³⁾
Class A Common Stock								41,512	I	401(k) Plan ⁽⁴⁾
Common Stock								44,268	I	401(k) Plan ⁽⁴⁾

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 Common Stock)	\$11.3058	05/27/2010		M			100,000	06/11/2005	06/11/2011	Common Stock	100,000	\$0	0 ⁽⁵⁾	D	

Explanation of Responses:

1. Includes an aggregate of 420 shares of Class A Common Stock acquired by the Reporting Person on April 27, 2010 upon receipt of shares distributed by the Issuer pursuant to a 5 for 4 stock split.
2. Includes an aggregate of 7,502 shares of Common Stock acquired by the Reporting Person on April 27, 2010 upon receipt of shares distributed by the Issuer pursuant to a 5 for 4 stock split.
3. Represents shares held in the Irwin Family Irrevocable Trust (the Trust) whose trustee is Carrie Irwin, the Reporting Person's daughter and includes an aggregate of 13,643 shares of Common Stock acquired by the Trust on April 27, 2010 upon receipt of shares distributed by the Issuer pursuant to a 5 for 4 stock split.
4. Represents shares held for the benefit of the Reporting Person by the HEICO Corporation 401(k) Plan based on a plan statement dated May 31, 2010.
5. The Reporting Person owns directly options entitling the Reporting Person to purchase an aggregate of 118,751 shares of Common Stock and 39,750 shares of Class A Common Stock. These options become exercisable on various dates and have various expiration dates.

Remarks:

Thomas S. Irwin

06/01/2010

** 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.