## U.S. SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

FORM 4

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

[_]	Check box if no longer sub may continue. See Instructi		. Form 4 or Fo	rm 5 obligations					
1.	Name and Address of Reporti	na Person*							
	Mendelson	Victor	н.						
	(Last)	(First)	(Middle)						
	825 Brick	ell Bay Drive, 16th	n Floor						
		(Street)							
ı	Miami	Florida	33131						
	(City)	(State)	(Zip)						
2.	Issuer Name and Ticker or T	rading Symbol							
	Heico Corporation	"HEI" and "HEI.A"							
3.	IRS Identification Number o	f Reporting Person,	(Voluntary)						
4.	Statement for Month/Year								
5.	If Amendment, Date of Origi	nal (Month/Year)							
		10, 2002							
6.	Relationship of Reporting P (Check all applicable)	erson to Issuer							
Eve	<pre>[X] Director [X] Officer (give title be cutive Vice President</pre>	low) [_]	10% Owner Other (speci	fy below)					
7.	Individual or Joint/Group F		cable line)						
	<pre>[X] Form filed by one Repo [_] Form filed by more tha</pre>		rson						
===:		============		=======================================					
===:	Table I Non-Deriva or 	Beneficially Owned		,					
				4. Securities Acqui Disposed of (D) (Instr. 3, 4 and	d 5)		5. Amount of Securities Beneficially		7. Nature of
	le of Security str. 3)	2. Transaction Date (mm/dd/yy)	Code (Instr. 8)  Code V	Amount	(A) or (D)	Price	of Month (Instr. 3 and 4)	Indirect	Indirect Beneficial Ownership (Instr. 4)
Comi	umon Stock	10/10/02(1)	Т	112(3)	A	\$9.04(1)	15,038(3)	I	401(k) Plan
	uss A Common Stock						11,916	I	401(k) Plan
Class A Common Stock							2,215		
	mon Stock				695	D			

Common Stock									157, 28	32 I	I By Mendelson Int'l Corp.		
Class A Common Stock										119,713		I By Mendelson Int'l Corp.	
Class A Common Stock											  6   I		(2)
Common Stock								800			(2)		
* I	f the Form is (b)(v).												
Remind	ler: Report on owned dir				lass of secur	ities bene	eficially						
			(Print or	Type Res	sponse)		(0ve	er)					
FORM 4	(continued)												
Гable	II Derivat			,	sposed of, or		,	l					
=====	:========	=======	=======	=======	=========	=======	=======	:==					
1. Title Deriva Securi (Instr	itive .ty	2. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (Month/ Day/ Year)	4. Trans- action Code (Instr. 8)  Code V	5. Number of Derivative Securities Acquired (A) or Disposed of(D) (Instr. 3, 4 and 5) (A) (D)	Expirati (Month/D  Date	ion Date Day/Year) Expira- tion	7. Title an of Under Securiti (Instr.	lying es 3 and 4)	Deriv- ative Secur- ity (Instr.	9. Number of Deriv- ative Secur- ities Bene- ficially Owned at End of Month (Instr. 4)	10. Owner-ship Form of Deriv- ative Secur- ity: Direct (D) or In- direct (I) (Instr. 4)	11. Nature of In- direct Bene- ficial Owner- ship (Instr. 4)
	:=======	======		======	========	======	-======	:======	======		:======	:======:	======
(1) Th on th fo (2) Am Re (3) Am by	nation of Responses we not obtained to see the seed of	re acquir 2002 at a tching co quarterly ities ben n as cust d for the Form 4 f	per shar ntribution period e eficially odian for Securiti iling ind	e cost of the nded Sept owned re minor ch	\$9.04 upon raccount of the ember 30, 200 epresents shar aildren.	eceipt by e Reportir 2. es held by from thos	the Plan ng Person / the the se reporte	of					
	's/ Victor H.    **Signature o					12/27 							
**Signature of Reporting Person Date  **Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).  **Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).  **Intentional misstatements or omissions of facts constitute Federal Criminal Violations.  **Signature of Reporting Person Date													