UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

1. Name and Address of Reporting Person
MENDELSON ERIC A

2. Issuer Name and Ticker or Trading Symbol
HEICO CORP [ HEI, HEI.A ]

3. Date of Earliest Transaction (Month/Day/Year)
06/16/2020

4. If Amendment, Date of Original Filed

5. Relationship of Reporting Person(s) to Issuer
X Director 10% Owner
X Officer (give title below) Other (specify below)
Co-President

6. Individual or Joint/Group Filing (Check Applicable Line)
X 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

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 4)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3 and 4)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>06/16/2020</td>
<td></td>
<td>V</td>
<td>100,000</td>
<td>183,735</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td></td>
<td></td>
<td>V</td>
<td>100,000</td>
<td>183,735</td>
<td>D</td>
<td></td>
</tr>
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<td></td>
</tr>
<tr>
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<td></td>
<td></td>
<td>V</td>
<td>100,000</td>
<td>183,735</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 4)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3 and 4)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock (5)</td>
<td>4522</td>
<td>I</td>
<td>As custodian for minor children</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>By 401(k) (3)</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Class A Common Stock (5) (2)</td>
<td>5204</td>
<td>I</td>
<td>As custodian for minor children</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>By 401(k) (3)</td>
<td></td>
<td></td>
<td></td>
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<tr>
<td>Common Stock (5)</td>
<td>111,469</td>
<td>I</td>
<td>By 401(k)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>By 401(k) (3)</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Explanation of Responses:
1. 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.
2. 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.
3. Represents shares owned by EAM Management Limited Partners, a partnership whose sole general partner is a corporation controlled by the Reporting Person.
4. Represents shares held for the benefit of the Reporting Person by the HEICO Corporation 401(k), based on a plan statement dated June 16, 2020.
5. Represents shares held for the Reporting Person by the HEICO Leadership Compensation Plan (409A Plan).

Remarks:

/s/ Eric A. Mendelson  06/18/2020
** 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).


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.