

☐ 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>Walker Steven M</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>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Accounting Officer</u>	
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/14/2015</u>		
	4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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										
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	04/14/2015		M		4,000	A	\$21.9853	4,937	D	
Class A Common Stock	04/14/2015		S		4,000	D	\$48.8991	937	D	
Common Stock								3,504	I	By 401(k) ⁽¹⁾
Class A Common Stock								3,099	I	By 401(k) ⁽¹⁾

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 Class A Common Stock)	\$21.9853	04/14/2015		M			4,000	(2)	03/28/2021	Class A Common Stock	4,000	\$0	5,766	D	
Option (Right to purchase Class A Common Stock)	\$24.672							(3)	09/14/2022	Class A Common Stock	6,250		6,250	D	
Option (Right to purchase Class A Common Stock)	\$40.792							(4)	09/23/2023	Class A Common Stock	6,250		6,250	D	

Explanation of Responses:

1. Represents shares held for the benefit of the Reporting Person by the HEICO Corporation 401(k) based on a plan statement dated April 13, 2015.

2. The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate of 5,766 shares of Class A Common Stock at an exercise price of \$21.9853 per share, as adjusted for stock splits and stock dividends. These Options become exercisable on various dates and expire on March 28, 2021.

3. The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate of 6,250 shares of Class A Common Stock at an exercise price of \$24.6720 per share, as adjusted for stock splits and stock dividends. These Options become exercisable on various dates and expire on September 14, 2022.

4. The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate of 6,250 shares of Class A Common Stock at an exercise price of \$40.7920 per share, as adjusted for stock splits and stock dividends. These Options become exercisable on various dates and expire on September 23, 2023.

Remarks:

/s/ Steven M. Walker

04/14/2015

** 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).

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.