

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	
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1. Name and Address of Reporting Person * <u>IRWIN THOMAS S</u> (Last) (First) (Middle) (Street) (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>HEICO CORP</u> [<u>HEI</u> , <u>HELA</u>]	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, CFO</u>	
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/29/2003</u>		
	4. If Amendment, Date of Original Filed (Month/Day/Year)		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

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			
Common Stock	07/29/2003	07/29/2003	M		32,943	A	\$2.01	32,943 ⁽¹⁾	D	
Class A Common Stock	07/29/2003	07/29/2003	M		26,848	A	\$2.01	26,848 ⁽¹⁾	D	
Class A Common Stock	07/29/2003	07/29/2003	F		13,018	D	\$9.22	57,547 ⁽¹⁾	D	

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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Option (Right to Buy Common Stock)	\$2.01	07/29/2003	07/29/2003	M		32,943	12/17/1993	12/17/2003	Common Stock	32,943	\$0	0 ⁽²⁾	D	
Option (Right in Buy Class A Common Stock)	\$2.01	07/29/2003	07/29/2003	M		26,848	12/17/1993	12/17/1993	Class A Common Stock	26,848	\$0	0 ⁽²⁾	D	

Explanation of Responses:

1. In addition to the Securities reported herein, the Reporting Person owns directly 168,653 shares of Common Stock and owns indirectly 32,523 shares of Common Stock and 25,797 shares of Class A Common Stock held for the benefit of the Reporting Person by the HEICO Corporation 401(k) Plan (the Plan), including 124 shares of Common Stock and 101 shares of Class A Common Stock acquired upon receipt by the Plan of the Issuer's matching contribution for the Plan's Quarterly period ended June 30, 2003

2. In addition to these options, the Reporting Person owns directly options entitling the Reporting Person to purchase an aggregate of 282,806 shares of Common Stock and 92,397 shares of Class A Common Stock. These options become exercisable on various dates and have various expiration dates

Thomas S. Irwin 07/30/2003
** 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.