

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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).

OMB APPROVAL

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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 * <u>MENDELSON VICTOR H</u> (Last) (First) (Middle) <u>825 S. BRICKELL BAY DRIVE, SUITE 1643</u> (Street) <u>MIAMI</u> <u>FL</u> <u>33131</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>HEICO CORP</u> [<u>HEI</u> , <u>HEI.A</u>] 3. Date of Earliest Transaction (Month/Day/Year) <u>02/27/2004</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Executive Vice President</u> 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
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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	02/27/2004		M		32,000	A	\$1.46	38,944 ⁽¹⁾⁽²⁾⁽³⁾	D	
Class A Common Stock	02/27/2004		S		32,000	D	\$12.83	6,944 ⁽¹⁾⁽²⁾⁽³⁾	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	(A)	(D)	Date Exercisable	Expiration Date					
Option (Right to Purchase Class A Common Stock)	\$1.46	02/27/2004		M			32,000	12/16/1994	12/16/2004	Class A Common Stock	32,000	\$0	9,036	D

Explanation of Responses:

1. Includes an aggregate 4,437 shares of Class A Common Stock acquired by the Reporting Person on January 16, 2004, upon receipt of a ten percent (10%) stock dividend by the Issuer.

2. In addition to the Securities reported herein, the Reporting Person owns: (i) 41,875 shares of Common Stock directly; (ii) 157,282 shares of Common Stock and 147,412 shares of Class A Common Stock indirectly, which are owned by Mendelson International Corporation, and which includes an aggregate 27,699 shares of Class A Common Stock acquired on January 16, 2004, upon receipt of a ten percent (10%) stock dividend by the Issuer; (iii) 36,180 shares of Common Stock and 3,618 shares of Class A Common Stock indirectly, which are owned by VHM Management Limited Partners, and which such shares of Class A Common Stock were acquired on January 16, 2004, upon receipt of a ten percent (10%) stock dividend by the Issuer; (Continued in Footnote (3))

3. (iv) 800 shares of Common Stock and 1,010 shares of Class A Common Stock, which are held by the Reporting Person as custodian for minor children, and which includes an aggregate 164 shares of Class A Common Stock acquired on January 16, 2004, upon receipt of a ten percent (10%) stock dividend by the Issuer; and (v) 15,593 shares of Common Stock and 14,945 shares of Class A Common Stock held for the benefit of the Reporting Person by the HEICO Corporation 401(k), based on a plan statement dated February 26, 2004.

Victor H. Mendelson
** Signature of Reporting Person

03/02/2004
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.

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