

☐ 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>MENDELSON LAURANS A</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 [HEI. 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 <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>CEO, COB and 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		S		100,000	D	\$12.83	222,247 ⁽¹⁾⁽²⁾⁽³⁾	I	By LAM L.P.

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				

Explanation of Responses:

1. In addition to the Securities reported herein, the Reporting Person owns: (i) 65,885 shares of Common Stock and 99,585 shares of Class A Common Stock directly, which includes an aggregate 15,042 shares of Class A Common Stock acquired on January 16, 2004, upon receipt of a ten percent (10%) stock dividend by the Issuer; (ii) 602,384 shares of Common Stock indirectly, which are owned by LAM Limited Partners; (iii) 279,058 shares of Common Stock and 105,605 shares of Class A Common Stock indirectly, which are owned by LAM Alpha Limited Partners, and which includes an aggregate 34,968 shares of Class A Common Stock acquired on January 16, 2004, upon receipt of a ten percent (10%) stock dividend by the Issuer; (Continued in Footnote (2))

2. (iv) 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; (v) 24,920 shares of Common Stock and 24,095 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; and (Continued in Footnote (3))

3. (vi) 45,441 shares of Common Stock and 20,392 shares of Class A Common Stock indirectly, which are owned by the Laurans A. and Arlene H. Mendelson Charitable Foundation, Inc. (the Foundation), a non-profit Charitable Corporation, and which includes an aggregate 5,984 shares of Class A Common Stock acquired on January 16, 2004, upon receipt of a ten percent (10%) stock dividend by the Issuer. The Reporting Person disclaims beneficial ownership of securities held by the Foundation.

Laurans A. 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.

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.