

Check this box if no longer subject to  
Section 16. Form 4 or Form 5  
obligations may continue. See  
Instruction 1(b).

Form 3 Holdings Reported.

Form 4 Transactions Reported.

## ANNUAL 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

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<p>1. Name and Address of Reporting Person*</p> <p><u>MENDELSON VICTOR H</u></p>	<p>2. Issuer Name <b>and</b> Ticker or Trading Symbol</p> <p><u>HEICO CORP</u> [ <u>HEI</u>, <u>HEI.A</u> ]</p>	<p>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <span style="float: right;">10% Owner</span></p> <p><input checked="" type="checkbox"/> Officer (give title below) <span style="float: right;">Other (specify below)</span></p> <p style="text-align: right;"><b>Co-President</b></p>
<p>(Last) (First) (Middle)</p> <p><b>825 BRICKELL BAY DRIVE, SUITE 1644</b></p>	<p>3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)</p> <p><b>10/31/2014</b></p>	
<p>(Street)</p> <p><b>MIAMI FL 33131</b></p>	<p>4. If Amendment, Date of Original Filed (Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>
<p>(City) (State) (Zip)</p>		

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock							285,708 <sup>(1)(2)</sup>	D	
Common Stock	04/22/2014		G	431	D	\$0	285,277	D	
Common Stock	05/28/2014		G	2,797	D	\$0	282,480	D	
Common Stock	10/28/2014		G	189	D	\$0	282,291	D	
Class A Common Stock							140,476 <sup>(1)(2)</sup>	D	
Class A Common Stock							156,515	I	Owned by Corporation <sup>(3)</sup>
Common Stock							88,328	I	Owned by Partnership <sup>(4)</sup>
Common Stock							1,439 <sup>(1)(2)</sup>	I	As custodian for minor children
Class A Common Stock							8,990 <sup>(1)(2)</sup>	I	As custodian for minor children
Common Stock							46,258	I	By 401(k) <sup>(5)</sup>
Class A Common Stock							43,693	I	By 401(k) <sup>(5)</sup>
Common Stock							472 <sup>(1)(2)</sup>	I	By Keogh Account
Class A Common Stock							6,115 <sup>(1)(2)</sup>	I	By Keogh Account
Common Stock							238,245	I	By Trusts <sup>(6)</sup>
Class A Common Stock							70,248 <sup>(1)(2)</sup>	I	By Trusts <sup>(6)</sup>
Common Stock							14,750	I	By Trusts <sup>(7)</sup>
Class A Common Stock							4,335	I	By Trusts <sup>(7)</sup>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

[illegible]

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)	5A. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5B. 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)		
					(A)	(D)	Date Exercisable	Expiration Date						Title	Amount or Number of Shares
					(A)	(D)	Date Exercisable	Expiration Date						Title	Amount or Number of Shares
Option (Right to purchase Common Stock)	\$16.1751						(8)	09/14/2019	Common Stock	244,141		244,141	D		
Option (Right to purchase Common Stock)	\$21.4426						(9)	09/13/2020	Common Stock	195,313		195,313	D		
Option (Right to purchase Common Stock)	\$31.1232						(10)	09/12/2021	Common Stock	156,250		156,250	D		
Option (Right to purchase Common Stock)	\$41.816						(11)	06/10/2023	Common Stock	62,500		62,500	D		
Class A Common Stock	\$30.176						(12)	06/10/2023	Class A Common Stock	62,500		62,500	D		

**Explanation of Responses:**

1. The Reporting Person and related entities listed on this ownership form inadvertently provided a greater aggregate beneficial ownership amount of 3,998 shares of Common Stock and 807 shares of Class A Common Stock in prior ownership reports. The aforementioned Common Stock difference consists of overstatements totaling 3,469 shares and 1,001 shares for the Reporting Person's direct ownership and as a custodian for a minor child, respectively, partially offset by an understatement of 472 shares for the Reporting Person's Keogh account. The aforementioned Class A Common Stock difference consists of overstatements totaling 3,364 shares and 180 shares for the Reporting Person's direct ownership and trusts, respectively, partially offset by an understatement of 2,470 shares and 267 shares as a custodian for a minor child and for the Reporting Person's Keogh account, respectively.

2. The Reporting Person believes the overstatements and understatements resulted from inadvertently not reporting certain charitable gifts, certain transfers to his trusts and minor children, and other minor clerical errors.

3. Represents shares owned by Mendelson International Corporation whose stock is owned solely by the Reporting Person and Eric Mendelson, the brother of the Reporting Person.

4. Represents shares owned by VHM Management Limited Partners, a partnership whose sole general partner is a corporation controlled by the Reporting Person.

5. Represents shares held for the benefit of the Reporting Person by the HEICO Corporation 401(k), based on a plan statement dated October 31, 2014

6. 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.

7. Represents shares owned by the Victor H. Mendelson Revocable Investment Trust which is owned solely by the Reporting Person.

8. The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate of 244,141 shares of Common Stock at an exercise price of \$16.1751 per share, as adjusted for stock splits and stock dividends. These Options became exercisable on various dates and expire on September 14, 2019.

9. The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate of 195,313 shares of Common Stock at an exercise price of \$21.4426 per share, as adjusted for stock splits and stock dividends. These Options become exercisable on various dates and expire on September 13, 2020.

10. The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate of 156,250 shares of Common Stock at an exercise price of \$31.1232 per share, as adjusted for stock splits and stock dividends. These Options become exercisable on various dates and expire on September 12, 2021.

11. The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate of 62,500 shares of Common Stock at an exercise price of \$41.8160 per share, as adjusted for stock splits and stock dividends. These Options become exercisable on various dates and expire on June 10, 2023.

12. The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate of 62,500 shares of Class A Common Stock at an exercise price of \$30.176 per share, as adjusted for stock splits and stock dividends. These Options become exercisable on various dates and expire on June 10, 2023.

## Remarks:

Victor H. Mendelson

02/12/2015

\*\* 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.