

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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

| | | | | | | |
|--|-----------|--------------|---|--|---|--|
| 1. Name and Address of Reporting Person* <u>MENDELSON LAURANS A</u> | | | 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) <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> | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) <u>09/27/2004</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 | |
| <u>825 S. BRICKELL BAY DRIVE, SUITE 1643</u> | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | |
| (Street) | (State) | (Zip) | | | | |
| <u>MIAMI</u> | <u>FL</u> | <u>33131</u> | | | | |
| (City) | (State) | (Zip) | | | | |

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 | | | | | | | | 115,885 | D | |
| Class A Common Stock | | | | | | | | 94,123 | D | |
| Common Stock | | | | | | | | 602,384 | I | Owned by Partnership ⁽¹⁾ |
| Class A Common Stock | | | | | | | | 222,247 | I | Owned by Partnership ⁽¹⁾ |
| Common Stock | | | | | | | | 279,058 | I | Owned by Partnership ⁽²⁾ |
| Class A Common Stock | 09/27/2004 | | G | V | 500 | D | \$0 | 105,105 | I | Owned by Partnership ⁽²⁾ |
| Common Stock | | | | | | | | 157,282 | I | Owned by Corporation ⁽³⁾ |
| Class A Common Stock | | | | | | | | 147,409 ⁽⁶⁾ | I | Owned by Corporation ⁽³⁾ |
| Common Stock | | | | | | | | 25,272 | I | By 401(k) ⁽⁴⁾ |
| Common Stock | | | | | | | | 24,320 | I | By 401(k) ⁽⁴⁾ |
| Common Stock | | | | | | | | 45,441 | I | Owned by Corporation ⁽⁵⁾ |
| Class A Common Stock | 01/14/2004 | | G | V | 4,073 | D | \$0 | 16,319 | I | Owned by Corporation ⁽⁵⁾ |

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) |
|--|--|--------------------------------------|--|--------------------------------|--|--|-----------------|---|--|--|---|--|
| | | | | | | Date Exercisable | Expiration Date | | | | | |
| | | | | Code | V | (A) | (D) | Title | Amount or Number of Shares | | | |

Explanation of Responses:

1. Represents shares owned by LAM Limited Partners, a partnership whose sole general partner is a corporation controlled by Arlene Mendelson, the wife of the Reporting Person.
2. Represents shares owned by LAM Alpha Limited Partners, a partnership whose sole general partner is a corporation controlled by the Reporting Person.
3. Represents shares owned by Mendelson International Corporation, a corporation of which the Reporting Person is the Chairman of the Board. The Reporting Person disclaims beneficial ownership of securities held by Mendelson International Corporation.
4. Represents shares held for the benefit of the Reporting Person by the HEICO Corporation 401(k), based on a plan statement dated September 26, 2004
5. Represents shares owned by Laurans A. and Arlene H. Mendelson Charitable Foundation, Inc. (the Foundation), a non-profit Charitable Corporation. The Reporting disclaims beneficial ownership of securities held by the Foundation.
6. Amount of securities beneficially owned has been reduced by 3 shares to correct total shares previously reported.

Laurans A. Mendelson

09/28/2004

** 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.