

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	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person * <u>MAYRHUBER WOLFGANG</u>  (Last) (First) (Middle) <u>3000 TAFT STREET</u>  (Street) <u>HOLLYWOOD FL 33021</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>09/12/2011</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  Officer (give title below) Other (specify below)  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			
Common Stock	09/12/2011		M		15,625	A	\$8.5527	27,733 <sup>(1)</sup>	D	
Common Stock	09/12/2011		F		6,603	D	\$48.63	21,130	D	
Class A Common Stock	09/12/2011		M		1,563	A	\$8.5527	17,078 <sup>(2)</sup>	D	
Class A Common Stock	09/12/2011		F		731	D	\$34.76	16,347	D	
Common Stock								2,051	I	By 409A Plan <sup>(3)</sup>
Class A Common Stock								8,093	I	By 409A Plan <sup>(3)</sup>
Class A Common Stock								3,446	I	By Non-Qualified Deferred Compensation Plan <sup>(4)</sup>

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				
Option (right to purchase Common Stock)	\$8.5527	09/12/2011		M			15,625	09/17/2001	09/17/2011	Common Stock	15,625	\$0	0	D	
Option (right to purchase Class A Common Stock)	\$8.5527	09/12/2011		M			1,563	09/17/2001	09/17/2011	Class A Common Stock	1,563	\$0	0	D	

Explanation of Responses:

1. Includes an aggregate of 2,421 shares of Common Stock acquired by the Reporting Person on April 26, 2011 upon receipt of shares distributed by the Issuer pursuant to a 5 for 4 stock split.
2. Includes an aggregate of 3,103 of Class A Common Stock acquired by the Reporting Person on April 26, 2011 upon receipt of shares distributed by the Issuer pursuant to a 5 for 4 stock split.
3. Represents shares held for the Reporting Person by the HEICO Corporation Leadership Compensation Plan (409A Plan) and includes 410 shares of Common Stock and 1,618 shares of Class A Common Stock acquired by the Reporting Person on April 26, 2011 upon receipt of shares distributed by the Issuer pursuant to a 5 for 4 split.
4. Represents shares held for the Reporting Person by the HEICO Deferred Compensation Plan, a non-qualified deferred compensation plan, and includes 689 shares of Common Stock acquired by the Reporting Person on April 26, 2011 upon receipt of shares distributed by the Issuer pursuant to a 5 for 4 split.

Remarks:

Wolfgang Mayrhuber 09/14/2011  
\*\* Signature of Reporting Person Date

\* 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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