## FORM 4

obligations may continue. See Instruction 1(b).

Check this box if no longer subject to Section 16. Form 4 or Form 5

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

| Washington, | D.C. | 20549 |
|-------------|------|-------|
|             |      |       |

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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

| (Firs  | ate)                                       | (Middle) 33021 (Zip) |                | 3. Da          | ate of I  | Earlies<br>14  | t Trans   | HEI, I  |  |   |   | _  | X  | Office<br>below  | er (give title   | 10% C<br>Other<br>below  | (specify   |  |
|--|--|----------------------|----------------|----------------|---|--|---|---|--|---|---|--|--|--|--|--|--|--|
| REET   | ate)                                       | 33021                |                | 06/0           | )4/20:  | 14   |   | action (  | (Month   | n/Day/Year)   |   |  |  |  |  |  |  |  |
|  | ate)                                       |                      |                | 4. If <i>i</i> | Ameno   | dment,   |   |   | 3. Date of Earliest Transaction (Month/Day/Year) 06/04/2014  |   |   |  |  |  |  |  | '  |  |
|  | ate)                                       |                      |                |                |   | 4. If Amendment, Date of Original Filed (Month/Day/Year)   |   |   |  |   |   |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)  |  |  |  |  |
|  | ate)                                       |                      |                |                |   |  |   |   |  |   |   |  | X Form filed by One Reporting Person   |  |  |  | on   |  |
| (Sta   |  | (Zip)                |                |                |   |  |   |   |  |   |   |  |  |  | Form filed by More than One Reporting<br>Person  |  |  |  |
|  | Tah  |                      |                |                |   |  |   |   |  |   |   |  |  | . 0.0  |  |  |  |  |
|  | iau  | le I - N             | on-Deriva      | ative          | Seci  | uritie   | s Ac  | quired  | d, Di  | sposed o  | f, or B   | enefic   | ially  | Owne   | ed   |  |  |  |
| 1. Title of Security (Instr. 3)  |  | Date                 |                |                |   | 3.<br>Transaction<br>Code (Instr.<br>8)  |   |   |  |   | nd 5) Secu<br>Bene<br>Own   |  | rities<br>eficially<br>ed Following  | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4)  | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership  |  |  |  |
|  |  |                      |                |                |   | Code   | v   | Amount  | (A) or<br>(D)  | Price   |   | Reported<br>Transaction(s)<br>(Instr. 3 and 4)   |  |  | (Instr. 4)   |  |  |  |
| n Sto  | ock  |                      | 06/04/20       | 014            | 014   |  | S   |   | 20,650   | D   | \$39  | .9527  | 1,784  |  | D  |  |  |  |
| n Sto  | ock  |                      | 06/04/20       |                | )14   |  | S   |   | 1,784  | D   | \$40  | .0075  | 0075 0   |  | D  |  |  |  |
| mmon Stock   |  |                      |                |                |   |  |   |   |  |   |   | :  | 3,250  | I  | By 409A<br>Plan <sup>(1)</sup>   |  |  |  |
| Class A Common Stock   |  |                      |                |                |   |  |   |   |  |   |   |  |  | 5,370  | I  | By<br>Estate <sup>(2)</sup>  |  |  |
|  | Ta   | able II -            |                |                |   |  |   |   |  |   |   |  |  | vned   |  |  |  |  |
| rcise<br>of<br>tive  | 3. Transaction<br>Date<br>(Month/Day/Year) | Executi<br>if any    | on Date, Trans |                |   |  | Expiration Da   |   | ate  | and 4)  |   | Deriv<br>Secu<br>(Insti  | vative derivative Securities Beneficially Owned Following Reported   | Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4)  | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4)   |  |  |  |
| Class A Common Stock  Class A Common Stock  Class A Common Stock  Class A Common Stock  Table II - Derivative (e.g., puts  1. Title of Security or Exercise (Month/Day/Year)  1. Title of Security  Conversion or Exercise (Month/Day/Year)  Class A Common Stock  Table II - Derivative (e.g., puts  A. Deemod Date, if any |  |                      |                |                | m Stock  Table II - Derivative Society, puts, comparison Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)  3. Deemed Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year) | Table II - Derivative Securi (e.g., puts, calls, if any (Month/Day/Year) and stock  3. Transaction Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Month/Day/Year) and stock if any (Month/Day/Year) 8) | m Stock  Table II - Derivative Securities (e.g., puts, calls, warrance (Month/Day/Year))  Table II - Derivative Securities (e.g., puts, calls, warrance (Month/Day/Year))  Table II - Derivative Securities (e.g., puts, calls, warrance (month/Day/Year))  Table II - Derivative Securities (e.g., puts, calls, warrance (month/Day/Year))  Table II - Derivative Securities (e.g., puts, calls, warrance (month/Day/Year))  Table II - Derivative Securities (e.g., puts, calls, warrance (month/Day/Year))  Table II - Derivative Securities (e.g., puts, calls, warrance (month/Day/Year))  Table II - Derivative Securities (e.g., puts, calls, warrance (month/Day/Year)) | Table II - Derivative Securities Acque (e.g., puts, calls, warrants, fixed (Month/Day/Year)  Table III - Derivative Securities Acque (e.g., puts, calls, warrants, fixed (Month/Day/Year)  Table III - Derivative Securities Acque (e.g., puts, calls, warrants, fixed (Month/Day/Year)  Table III - 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Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired (Disposed of (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired (Disposed of (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired (Month/Day/Year)  Table II - Derivative Securities Acquired (Month/Day/Year) | Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  3. Transaction Date (f any) (Month/Day/Year)  Table II - Derivative Securities Acquired (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)  Table II - Derivative Securities Acquired (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  Amount (O) (Instr. 3, 4 and 5)  Securities Beneficially Owned (A) or Price (Transaction Securities Acquired (Nonth/Day/Year)  Table II - Derivative Securities Acquired (Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  Amount of Securities Securities Acquired (Month/Day/Year)  Amount of Securities Securities Acquired (Month/Day/Year)  Amount of Securities Securities Acquired (Month/Day/Year)  Amount of Securities S | Date (Month/Day/Year)   Execution Date, if any (Month/Day/Year)   Code   V   Amount   Code   N   Code   Code |  |

## **Explanation of Responses:**

- $1. \ Represents shares held for the Reporting Person by the HEICO Corporation Leadership Compensation Plan (409A \ Plan).$
- 2. Represents shares held by the estate of deceased spouse.

## Remarks:

/s/ ALAN SCHRIESHEIM

06/05/2014

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- $^{\star}$  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.