

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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:	3235-0104
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Walker Steven M</u> (Last) (First) (Middle) <u>3000 TAFT STREET</u> (Street) <u>HOLLYWOOD FL 33021</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>06/01/2012</u>	3. Issuer Name and Ticker or Trading Symbol <u>HEICO CORP [HEI, HELA]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Accounting Officer</u>	
		5. If Amendment, Date of Original Filed (Month/Day/Year)	
		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	

Table I - Non-Derivative Securities Beneficially Owned			
1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Stock	312	D	
Common Stock	2,367	I	By 401(k) ⁽¹⁾
Class A Common Stock	2,012	I	By 401(k) ⁽¹⁾

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)							
1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Option (right to purchase Class A Common Stock)	03/17/2008	03/17/2013	Class A Common Stock	7,180	2.816	D	
Option (right to purchase Class A Common Stock)	03/28/2012	03/28/2021	Class A Common Stock	1,562	27.4816	D	
Option (right to purchase Class A common Stock)	03/28/2013	03/28/2021	Class A Common Stock	1,563	27.4816	D	
Option (right to purchase Class A Common Stock)	03/28/2014	03/28/2021	Class A Common Stock	1,562	27.4816	D	
Option (right to purchase Class A Common Stock)	03/28/2015	03/28/2021	Class A Common Stock	1,563	27.4816	D	
Option (right to purchase Class A Common Stock)	03/28/2016	03/28/2021	Class A Common Stock	1,563	27.4816	D	

Explanation of Responses:

1. Represents shares held for the benefit of the Reporting Person by the HEICO Corporation 401(k), based on a plan statement dated May 31, 2012.

Remarks:

Steven M. Walker
** Signature of Reporting Person

06/01/2012
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 5 (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.