

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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

OMB Number: 3235-0287
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1. Name and Address of Reporting Person* <u>MEDELSON VICTOR H</u> (Last) (First) (Middle) <u>825 BRICKELL BAY DRIVE, SUITE 1644</u> (Street) <u>MIAMI</u> <u>FL</u> <u>33131</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>03/01/2019</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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Co-President</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
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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	03/01/2019		M		381,470	A	\$10.9786	1,182,736	D	
Common Stock	03/01/2019		F		177,200	D	\$93.76	1,005,536	D	
Class A Common Stock								284,515	D	
Class A Common Stock								224,785	I	Owned by Corporation ⁽¹⁾
Common Stock								172,515	I	Owned by Partnership ⁽²⁾
Common Stock								4,762	I	As custodian for children
Class A Common Stock								19,137	I	As custodian for children
Common Stock								92,002	I	By 401(k) ⁽³⁾
Class A Common Stock								87,118	I	By 401(k) ⁽³⁾
Common Stock								921	I	By Keogh Account
Class A Common Stock								16,135	I	By Keogh Account
Common Stock								465,318	I	By Trusts ⁽⁴⁾
Class A Common Stock								137,201	I	By Trusts ⁽⁴⁾
Common Stock								28,806	I	By Trusts ⁽⁵⁾
Class A Common Stock								8,465	I	By Trusts ⁽⁵⁾
Common Stock								1,311	I	By 409A Plan ⁽⁶⁾

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)	\$10.9786	03/01/2019		M			381,470	(7)	09/13/2020	Common Stock	381,470	\$0	0	D	

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)	\$15.9351							(7)	09/12/2021	Common Stock	305,176		305,176	D	
Option (Right to purchase Common Stock)	\$21.4098							(7)	06/10/2023	Common Stock	122,070		122,070	D	
Option (Right to purchase Common Stock)	\$29.6704							(7)	06/08/2025	Common Stock	97,656		97,656	D	
Option (Right to purchase Common Stock)	\$24.9498							(7)	12/14/2025	Common Stock	97,656		97,656	D	
Option (Right to purchase Common Stock)	\$44.9638							(7)	03/17/2027	Common Stock	195,313		195,313	D	
Option (Right to purchase Common Stock)	\$70.656							(7)	03/16/2028	Common Stock	125,000		125,000	D	
Option (Right to purchase Class A Common Stock)	\$15.4501							(7)	06/10/2023	Class A Common Stock	122,070		122,070	D	

Explanation of Responses:

1. 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.
2. Represents shares owned by VHM Management Limited Partners, a partnership whose sole general partner is a corporation controlled by the Reporting Person.
3. Represents shares held for the benefit of the Reporting Person by the HEICO Corporation 401(k), based on a plan statement dated March 1, 2019.
4. 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.
5. Represents shares owned by the Victor H. Mendelson Revocable Investment Trust which is owned solely by the Reporting Person.
6. Represents shares held for the reporting person by the HEICO Corporation Leadership Compensation Plan (409A Plan).
7. These options are exercisable at 20% per year over five years from the date of grant.

Remarks:

/s/ Victor H. Mendelson
** Signature of Reporting Person

03/05/2019
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.

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