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# HEICO CORP

Reported by

**SCHRIESHEIM ALAN**

# FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 12/17/02 for the Period Ending 12/06/02

| | |
|---|---|
| Address | 3000 TAFT ST<br>HOLLYWOOD, FL 33021 |
| Telephone | 954-987-4000 |
| CIK | 0000046619 |
| Symbol | HEI |
| SIC Code | 3724 - Aircraft Engines and Engine Parts |
| Industry | Aerospace & Defense |
| Sector | Capital Goods |
| Fiscal Year | 12/17 |

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# U.S. SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

# FORM 4

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or
Section 30(f) of the Investment Company Act of 1940

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

1. Name and Address of Reporting Person*

| Schriesheim | Alan | |
|---|---|---|
| (Last) | (First) | (Middle) |

1440 N Lake Shore Drive, Apt. 31AC
(Street)

| Chicago | Illinois | 60610 |
|---|---|---|
| (City) | (State) | (Zip) |

2. Issuer Name and Ticker or Trading Symbol

Heico Corporation "HEI" and "HEI.A"

3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

128-22-3786

4. Statement for Month/Year

12/06/2002

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person to Issuer
(Check all applicable)

[X] Director [_] 10% Owner
[_] Officer (give title below) [_] Other (specify below)

7. Individual or Joint/Group Filing (Check applicable line)

[X] Form filed by one Reporting Person
[_] Form filed by more than one Reporting Person

Table I -- Non-Derivative Securities Acquired, Disposed of,

or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (mm/dd/yy) | 3. Transaction Code (Instr. 8) Code | V | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Amount | (A) or (D) | Price | 5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4) | 6. Owner-ship Form: Direct (D) or Indirect (I) (Instr.4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|
| Common Stock | | | | | | | 7,123(1) | D | |
| Class A Common Stock | 12/06/02 | G | V | 1,635 | D | -- | 6,407(2) | D | |

* If the Form is filed by more than one Reporting Person, see Instruction 4(b)(v).

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

(Print or Type Response) (Over)

**FORM 4 (continued)**

**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) | 4. Transaction Code (Instr. 8) Code V | 5. Number of Derivative Securities Acquired (A) or Disposed of(D) (Instr. 3, 4 and 5) (A) | (D) | 6. Date Exercisable and Expiration Date (Month/Day/Year) Date Exercisable | Expiration Date | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) Title | Amount or Number of Shares | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | | | | | | | | | | |
| | | | | | | | | | | | | | |
| | | | | | | | | | | | | | |

Explanation of Responses:
(1) Amount of Securities beneficially owned includes 5,433 Common Stock shares held by wife.
(2) Amount of Securities beneficially owned includes 4,426 Class A Common Stock shares held by wife.

*/s/ Alan Schreisheim* — *12/16/02*

***Signature of Reporting Person* — *Date*

** 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 provided is insufficient, see Instruction 6 for procedure.



**End of Filing**

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