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HEICO CORP

Reported by

IRWIN THOMAS S

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 04/02/12 for the Period Ending 03/29/12

Address	3000 TAFT ST 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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FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

1. Name and Address of Reporting Person *	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
IRWIN THOMAS S (Last) (First) (Middle)	**HEICO CORP [HEI, HEI.A]**	_____ Director _____ 10% Owner __ **X** __ Officer (give title below) _____ Other (specify below) **Executive Vice President**
3000 TAFT STREET (Street)	3. Date of Earliest Transaction (MM/DD/YYYY) **3/29/2012**	
HOLLYWOOD, FL 33021 (City) (State) (Zip)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. 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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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			
Class A Common Stock	**3/29/2012**		**M**		**7031**	**A**	**$7.5054**	**7343**	**D**	
Class A Common Stock	**3/29/2012**		**M**		**781**	**A**	**$7.4357**	**8124**	**D**	
Class A Common Stock	**3/29/2012**		**F**		**300**	**D**	**$40.51**	**7824**	**D**	
Common Stock	**3/29/2012**		**M**		**7813**	**A**	**$7.4357**	**52472**	**D**	
Common Stock	**3/29/2012**		**F**		**3550**	**D**	**$52.19**	**48922**	**D**	
Common Stock	**4/2/2012**		**S**		**20000**	**D**	**$51.21**	**28922**	**D**	
Common Stock								**85268**	**I**	**Irwin Family Trust** (1)
Class A Common Stock								**52361**	**I**	**401(k) Plan** (2)
Common Stock								**55894**	**I**	**401(k) Plan** (2)

Table II - Derivative Securities Beneficially Owned (*e.g.* , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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 of Derivative Security: 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 Class A Common Stock)	**$7.5054**	**3/29/2012**		**M**			**7031**	**6/17/2007**	**6/17/2012**	**Class A Common Stock**	**7031**	**$0**	**0** (3)	**D**	

Table II - Derivative Securities Beneficially Owned (*e.g.* , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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 of Derivative Security: 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 Class A Common Stock)	**$7.4357**	**3/29/2012**		**M**			**781**	**6/17/2007**	**6/17/2012**	**Class A Common Stock**	**781**	**$0**	**0** (3)	**D**	
Option (right to purchase Common Stock)	**$7.4357**	**3/29/2012**		**M**			**7813**	**6/17/2007**	**6/17/2012**	**Common Stock**	**7813**	**$0**	**0** (3)	**D**	

Explanation of Responses:

(1) Represents shares held in the Irwin Family Irrevocable Trust (the Trust) whose trustee is Carrie Irwin, the Reporting Person's daughter.

(2) Represents shares held for the benefit of the Reporting Person by the HEICO Corporation 401(k) Plan based on a plan statement dated March 28, 2012

(3) The Reporting Person owns directly options entitling the Reporting Person to purchase an aggregate of 70,314 shares of Common Stock and 15,625 shares of Class A Common Stock. These options become exercisable on various dates and have various expiration dates.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
IRWIN THOMAS S 3000 TAFT STREET HOLLYWOOD, FL 33021			**Executive Vice President**	

Signatures

Thomas S. Irwin — ** Signature of Reporting Person

4/2/2012 — 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 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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