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HEICO CORP

Reported by

WALKER STEVEN M

FORM 3

(Initial Statement of Beneficial Ownership)

Filed 06/01/12 for the Period Ending 06/01/12

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 3

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

OMB APPROVAL
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INITIAL STATEMENT OF 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(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *	2. Date of Event Requiring Statement (MM/DD/YYYY)	3. Issuer Name **and** Ticker or Trading Symbol
Walker Steven M	**6/1/2012**	**HEICO CORP [HEI, HEI.A]**
(Last) (First) (Middle) **3000 TAFT STREET**	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) _____ Director _____ 10% Owner ___ **X** ___ Officer (give title below) _____ Other (specify below) **Chief Accounting Officer /**	
(Street) **HOLLYWOOD, FL 33021** (City) (State) (Zip)	5. 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 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	**2367**	**I**	**By 401(k)** (1)
Class A Common Stock	**2012**	**I**	**By 401(k)** (1)

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

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: 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)	**3/17/2008**	**3/17/2013**	**Class A Common Stock**	**7180**	**$2.816**	**D**	
Option (right to purchase Class A Common Stock)	**3/28/2012**	**3/28/2021**	**Class A Common Stock**	**1562**	**$27.4816**	**D**	

Table II - Derivative Securities Beneficially Owned (*e.g.* , puts, calls, warrants, options, convertible securities)							
1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: 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)	**3/28/2013**	**3/28/2021**	**Class A Common Stock**	**1563**	**$27.4816**	**D**	
Option (right to purchase Class A Common Stock)	**3/28/2014**	**3/28/2021**	**Class A Common Stock**	**1562**	**$27.4816**	**D**	
Option (right to puchase Class A Common Stock)	**3/28/2015**	**3/28/2021**	**Class A Common Stock**	**1563**	**$27.4816**	**D**	
Option (right to purchase Class A Common Stock)	**3/28/2016**	**3/28/2021**	**Class A Common Stock**	**1563**	**$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.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Walker Steven M **3000 TAFT STREET** **HOLLYWOOD, FL 33021**			**Chief Accounting Officer**	

Signatures

Steven M. Walker **6/1/2012**

** Signature of Reporting Person 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.

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