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HEICO CORP

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MENDELSON VICTOR H

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 06/15/12 for the Period Ending 05/23/12

Address	3000 TAFT ST HOLLYWOOD, FL 33021
Telephone	954-987-4000
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Symbol	HEI
SIC Code	3724 - Aircraft Engines and Engine Parts
Industry	Aerospace & Defense
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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)
MENDELSON VICTOR H (Last) (First) (Middle)	**HEICO CORP [HEI, HEI.A]**	__ **X** __ Director _____ 10% Owner
825 BRICKELL BAY DRIVE, SUITE 1644 (Street)	3. Date of Earliest Transaction (MM/DD/YYYY) **5/23/2012**	__ **X** __ Officer (give title below) _____ Other (specify below) **Co-President**
MIAMI, FL 33131 (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			
Common Stock	**5/23/2012**		**G**	**V**	**1195**	**D**	**$0**	**438455** (1)	**D**	
Class A Common Stock	**6/13/2012**		**M**		**976**	**D**	**$5.9486**	**148402** (1)	**D**	
Class A Common Stock	**6/13/2012**		**M**		**8789**	**D**	**$6.0043**	**157191**	**D**	
Class A Common Stock	**6/13/2012**		**F**		**4722**	**D**	**$31.4599**	**152469**	**D**	
Class A Common Stock								**125212**	**I**	**Owned by Corporation** (2)
Common Stock								**70663**	**I**	**Owned by Partnership** (3)
Common Stock								**1952** (4)	**I**	**As custodian for minor children**
Class A Common Stock								**5216** (4)	**I**	**As custodian for minor children**
Common Stock								**34634**	**I**	**By 401(k)** (5)
Class A Common Stock								**31985**	**I**	**By 401(k)** (5)

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	**$5.9486**	**6/13/2012**		**M**			**976**	**6/17/2007**	**6/17/2012**	**Class A Common Stock**	**976**	**$0**	**0** (6)	**D**	
Option (right to purchase Class A Common Stock)	**$6.0043**	**6/13/2012**		**M**			**8789**	**6/17/2007**	**6/17/2012**	**Class A Common Stock**	**8789**	**$0**	**0** (6)	**D**	

Explanation of Responses:

(1) Amount of Securities beneficially owned by the Reporting Person includes 87,930 shares of Common Stock and 29,485 shares of Class A Common Stock acquired by the Reporting Person on April 25, 2012 upon receipt of shares distributed by the Issuer pursuant to a 5 for 4 stock split.

(2) 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 and includes 25,042 shares of Class A Common Stock acquired on April 25, 2012 upon receipt of shares distributed by Issuer pursuant to a 5 for 4 stock split.

(3) Represents shares owned by VHM Management Limited Partners, a partnership whose sole general partner is a corporation controlled by the Reporting Person and includes 14,132 shares of Class A Common Stock acquired on April 25, 2012 upon receipt of shares distributed by Issuer pursuant to a 5 for 4 stock split.

(4) Includes 390 shares of Common Stock and 1,043 shares of Class A Common Stock acquired on April 25, 2012 upon receipt of shares distributed by Issuer pursuant to a 5 for 4 stock split.

(5) Represents shares held for the benefit of the Reporting Person by the HEICO Corporation 401(k), based on a plan statement dated June 13, 2012.

(6) In addition, the Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate of 476,563 shares of Common Stock and 39,066 shares of Class A Common Stock, as adjusted for stock splits and stock dividends. These Options become exercisable on various dates and have various expiration dates

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MENDELSON VICTOR H **825 BRICKELL BAY DRIVE, SUITE 1644** **MIAMI, FL 33131**	**X**		**Co-President**	

Signatures

Victor H. Mendelson — ** Signature of Reporting Person

6/15/2012 — 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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