

HEICO CORP
Reported by
MACAU CARLOS L

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 03/20/17 for the Period Ending 03/17/17

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	Industrials
Fiscal Year	10/31

FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

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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 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person -* Macau Carlos L (Last) (First) (Middle) 3000 TAFT STREET (Street) HOLLYWOOD, FL 33021 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol HEICO CORP [HEI, HEIA]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> X Officer (give title below) <input type="checkbox"/> Other (specify below) EVP-CFO & Treasurer
3. Date of Earliest Transaction (MM/DD/YYYY) 3/17/2017		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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			

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)	\$74.95	3/17/2017		A		50000		(1)	3/17/2027	Class A Common Stock	50000.0	\$0	50000	D	
Option (Right to purchase Class A Common Stock)	\$48.65							(2)	6/8/2025	Class A Common Stock	25000.0		25000	D	
Option (Right to purchase Class A Common Stock)	\$30.176							(3)	6/10/2023	Class A Common Stock	31250.0		31250	D	
Option (Right to purchase Class A Common Stock)	\$43.36							(4)	12/14/2025	Class A Common Stock	25000.0		25000	D	
Option (Right to purchase Class A Common Stock)	\$25.024							(5)	6/18/2022	Class A Common Stock	15625.0		15625	D	
Option (Right to purchase Class A Common Stock)	\$25.008							(6)	6/1/2022	Class A Common Stock	62500.0		62500	D	

Explanation of Responses:

- (1) These Options become exercisable 20% per year over five years from the date of grant.
- (2) The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate of 25,000 shares of Common Stock at an exercise price of \$48.65 per share, as adjusted for stock splits and stock dividends. These Options become exercisable on various dates and expire on June 8, 2025.
- (3) The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate of 31,250 shares of Common Stock at an exercise price of \$30.176 per share, as adjusted for stock splits and stock dividends. These Options become exercisable on various dates and expire on June 10, 2023.
- (4) The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate of 25,000 shares of Common Stock at an exercise price of \$43.36 per share, as adjusted for stock splits and stock dividends. These Options become exercisable on various dates and expire on December 14, 2025.
- (5) The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate of 15,625 shares of Common Stock at an exercise price of \$25.024 per share, as adjusted for stock splits and stock dividends. These Options become exercisable on various dates and expire on June 18, 2022.
- (6) The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate of 62,500 shares of Common Stock at an exercise price of \$25.008 per share, as adjusted for stock splits and stock dividends. These Options become exercisable on various dates and expire on June 1, 2022.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Macau Carlos L 3000 TAFT STREET HOLLYWOOD, FL 33021			EVP-CFO & Treasurer	

Signatures/s/ Carlos L. Macau3/20/2017

**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 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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