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HEICO CORP

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MENDELSON ERIC A

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
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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 or Section 30(h) 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 ERIC A (Last) (First) (Middle)	**HEICO CORP [HEI, HEI.A]**	__ **X** __ Director _____ 10% Owner __ **X** __ Officer (give title below) _____ Other (specify below) **Co-President**
825 BRICKELL BAY DRIVE, SUITE 1644 (Street)	3. Date of Earliest Transaction (MM/DD/YYYY) **3/17/2017**	
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			

Table II - Derivative Securities 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. 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 Common Stock)	**$16.1751**							(1)	**9/14/2019**	**Common Stock**	**244141.0**		**244141**	**D**	
Option (Right to purchase Common Stock)	**$21.4426**							(2)	**9/13/2020**	**Common Stock**	**195313.0**		**195313**	**D**	
Option (Right to purchase Common Stock)	**$31.1232**							(3)	**9/12/2021**	**Common Stock**	**156250.0**		**156250**	**D**	
Option (Right to purchase Common Stock)	**$41.816**							(4)	**6/10/2023**	**Common Stock**	**62500.0**		**62500**	**D**	
Option (Right to purchase Common Stock)	**$57.95**							(5)	**6/8/2025**	**Common Stock**	**50000.0**		**50000**	**D**	
Option (Right to purchase Common Stock)	**$48.73**							(6)	**12/14/2025**	**Common Stock**	**50000.0**		**50000**	**D**	
Option (Right to purchase Class A Common Stock)	**$30.176**							(7)	**6/10/2023**	**Class A Common Stock**	**62500.0**		**62500**	**D**	
Common Stock	**$87.82**	**3/17/2017**		**A**		**100000**		(8)	**3/17/2027**	**Common Stock**	**100000.0**	**$0**	**100000**	**D**	

Explanation of Responses:

(1) The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate of 244,141 shares of Common Stock at an exercise price of $16.1751 per share, as adjusted for stock splits and stock dividends. These Options become exercisable on various dates and expire on September 14, 2019.

(2) The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate of 195,313 shares of Common Stock at an exercise price of $21.4426 per share, as adjusted for stock splits and stock dividends. These Options become exercisable on various dates and expire on September 13, 2020.

(3) The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate of 156,250 shares of Common Stock at an exercise price of $31.1232 per share, as adjusted for stock splits and stock dividends. These Options become exercisable on various dates and expire on September 12, 2021.

(4) 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 $41.8160 per share, as adjusted for stock splits and stock dividends. These Options become exercisable on various dates and expire on June 10, 2023.

(5) The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate of 50,000 shares of Common Stock at an exercise price of $57.95 per share, as adjusted for stock splits and stock dividends. These Options become exercisable on various dates and expire on June 8, 2025.

(6) The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate of 50,000 shares of Common Stock at an exercise price of $48.73 per share, as adjusted for stock splits and stock dividends. These Options become exercisable on various dates and expire on December 14, 2025.

(7) The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate of 62,500 shares of Class A Common Stock at an exercise price of $30.1760 per share, as adjusted for stock splits and stock dividends. These Options become exercisable on various dates and expire on June 10, 2023.

(8) These Options become exercisable 20% per year over five years from the date of Grant.

Reporting Owners

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

Signatures

/s/ Eric A. Mendelson **3/20/2017**

** 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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