

HEICO CORP
Reported by
WALKER STEVEN M

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 07/20/17 for the Period Ending 07/19/17

Address	3000 TAFT ST HOLLYWOOD, FL 33021
Telephone	954-987-4000
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FORM 4

**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 -* Walker Steven M (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) Chief Accounting Officer
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">7/19/2017</p>		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			
Class A Common Stock								1171 (1)	D	
Class A Common Stock	7/19/2017		M		3000	A	\$17.5882	4171	D	
Class A Common Stock	7/20/2017		S		3000	D	\$65.7642	1171	D	
Common Stock								4699 (1)	I	By 401(k) (2)
Class A Common Stock								4194 (1)	I	By 401(k) (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)	\$17.5882	7/19/2017		M		3000		(3)	3/28/2021	Class A Common Stock	3000.0	\$0	4208 (1)	D	
Option (Right to purchase Class A Common Stock)	\$19.7376							(3)	9/14/2022	Class A Common Stock	7813.0		7813 (1)	D	
Option (Right to purchase Class A Common Stock)	\$32.6336							(3)	9/23/2023	Class A Common Stock	7813.0		7813 (1)	D	
Option (Right to purchase Class A Common Stock)	\$38.92							(3)	6/8/2025	Class A Common Stock	6250.0		6250 (1)	D	
Option (Right to purchase Class A Common Stock)	\$54.28							(3)	12/12/2026	Class A Common Stock	7500.0		7500 (1)	D	

Explanation of Responses:

- (1) All shares reflect the impact of a 5-for-4 stock split that was effected on April 19, 2017.
- (2) Represents shares held for the benefit of the Reporting Person by the HEICO Corporation 401(k) based on a plan statement dated July 19, 2017.
- (3) 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
Walker Steven M 3000 TAFT STREET			Chief Accounting Officer	

Signatures

/s/ Steven M. Walker

7/20/2017

—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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