

HEICO CORP
Reported by
MENDELSON VICTOR H

FORM 5
(Annual Statement of Changes in Beneficial Ownership)

Filed 12/12/16 for the Period Ending 10/31/16

Address	3000 TAFT ST HOLLYWOOD, FL 33021
Telephone	954-987-4000
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Fiscal Year	10/31

FORM 5

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

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[] Form 3 Holdings Reported
[] Form 4 Transactions Reported

ANNUAL 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 * MENDELSON VICTOR H (Last) (First) (Middle) 825 BRICKELL BAY DRIVE, SUITE 1644 (Street) MIAMI, FL 33131 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol HEICO CORP [HEI, HELA] 3. Statement for Issuer's Fiscal Year Ended (MM/DD/YYYY) 10/31/2016	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Co-President 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
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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)
				Amount	(A) or (D)	Price			
Common Stock							279176	D	
Class A Common Stock							145225	D	
Class A Common Stock	12/22/2015		G	7600	D	\$0	135515	I	Owned by Corporation (1)
Common Stock							88328	I	Owned by Partnership (2)
Common Stock							2439 (3)	I	As custodian for children
Class A Common Stock							9800 (3)	I	As custodian for children
Common Stock							46737	I	By 401(k) (4)
Class A Common Stock							44209	I	By 401(k) (4)
Common Stock							472	I	By Keogh Account
Class A Common Stock							7505	I	By Keogh Account
Common Stock							238245	I	By Trusts (5)
Class A Common Stock							70248	I	By Trusts (5)
Common Stock							14750	I	By Trusts (6)
Class A Common Stock							4335	I	By Trusts (6)

Table II - Derivative Securities Acquired, Disposed of, or 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 (MM/DD/YYYY)		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 at End of Issuer's Fiscal Year (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Option (Right to purchase Common Stock)	\$16.1751						(7)	9/14/2019	Common Stock	244141.0		244141	D	
Option (Right to purchase Common Stock)	\$21.4426						(8)	9/13/2020	Common Stock	195313.0		195313	D	
Option (Right to purchase Common Stock)	\$31.1232						(9)	9/12/2021	Common Stock	156250.0		156250	D	
Option (Right to purchase Common Stock)	\$41.816						(10)	6/10/2023	Common Stock	62500.0		62500	D	
Option (Right to purchase Common Stock)	\$57.95						(11)	6/8/2025	Common Stock	50000.0		50000	D	
Option (Right to purchase Common Stock)	\$48.73						(11)	12/14/2025	Common Stock	50000.0		50000	D	
Option (Right to purchase Class A Common Stock)	\$30.176						(12)	6/10/2023	Class A Common Stock	62500.0		62500	D	

Explanation of Responses:

- (1) 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.
- (2) Represents shares owned by VHM Management Limited Partners, a partnership whose sole general partner is a corporation controlled by the Reporting Person.
- (3) Includes shares received by the Reporting Person's children through gift.
- (4) Represents shares held for the benefit of the Reporting Person by the HEICO Corporation 401(k), based on a plan statement dated October 31, 2016
- (5) Represents shares gifted by the Reporting Person to trusts for the benefit of the Reporting Person's immediate family members and whose Trustee is the Reporting Person.
- (6) Represents shares owned by the Victor H. Mendelson Revocable Investment Trust which is owned solely by the Reporting Person.
- (7) 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 became exercisable on various dates and expire on September 14, 2019.
- (8) 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.
- (9) 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.
- (10) 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.
- (11) These options become exercisable 20% per year over five years from the date of Grant.
- (12) 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 \$30.176 per share, as adjusted for stock splits and stock dividends. These Options become exercisable on various dates and expire on June 10, 2023.

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

/s/ Victor H. Mendelson

12/12/2016

—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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