

**HEICO CORP**  
Reported by  
**MENDELSON ERIC A**

**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
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# FORM 5

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

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[ ] Check this box if no longer  
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Form 5 obligations may  
continue. See Instruction 1(b).  
[ ] 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 *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
<b>MENDELSON ERIC A</b>			<b>HEICO CORP [HEI, HELA]</b>			<input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) <b>Co-President</b>		
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (MM/DD/YYYY)					
<b>825 BRICKELL BAY DRIVE, SUITE 1644</b>			<b>10/31/2016</b>					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
<b>MIAMI, FL 33131</b>						<input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(City)			(State)			(Zip)		

**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							294759	D	
Class A Common Stock							175109	D	
Common Stock							7797	I	By Keogh Account
Class A Common Stock							5161	I	By Keogh Account
Common Stock							146332	I	By Trusts (1)
Class A Common Stock	12/22/2015		G	7600	D	\$0	135515	I	Owned by Corporation (2)
Common Stock							201072	I	Owned by Partnership (3)
Common Stock							2316	I	As custodian for minor children
Class A Common Stock							2667	I	As custodian for minor children
Common Stock							56502	I	By 401(k) (4)
Class A Common Stock							53690	I	By 401(k) (4)
Class A Common Stock							3594	I	By 409A Plan (5)

**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						(6)	9/14/2019	Common Stock	244141.0		244141	D	

**Table II - Derivative Securities Acquired, Disposed of, or 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 (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)	\$21.4426						(7)	9/13/2020	Common Stock	195313.0		195313	D	
Option (Right to purchase Common Stock)	\$31.1232						(8)	9/12/2021	Common Stock	156250.0		156250	D	
Option (Right to purchase Common Stock)	\$41.816						(9)	6/10/2023	Common Stock	62500.0		62500	D	
Option (Right to purchase Common Stock)	\$57.95						(10)	6/8/2025	Common Stock	50000.0		50000	D	
Option (Right to purchase Common Stock)	\$48.73						(10)	12/14/2025	Common Stock	50000.0		50000	D	
Option (Right to purchase Class A Common Stock)	\$30.176						(11)	6/10/2023	Class A Common Stock	62500.0		62500	D	

**Explanation of Responses:**

- ( ) 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 1) Reporting Person.
- ( ) Represents shares owned by Mendelson International Corporation whose stock is owned solely by the Reporting Person and Victor Mendelson, the brother 2) of the Reporting Person.
- ( ) Represents shares owned by EAM Management Limited Partners, a partnership whose sole general partner is a corporation controlled by the Reporting 3) Person.
- ( ) 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 4)
- ( ) Represents shares held for the Reporting Person by the HEICO Leadership Compensation Plan (409A Plan). 5)
- ( ) The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate of 244,141 shares of Common Stock at an exercise 6) 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.
- ( ) The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate of 195,313 shares of Common Stock at an exercise 7) 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.
- ( ) The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate of 156,250 shares of Common Stock at an exercise 8) 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.
- ( ) 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 9) 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.
- ( ) These Options become exercisable 20% per year over five years from the date of Grant. 10)
- ( ) 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 11) 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.

**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

12/12/2016

\*\*Signature of Reporting Person

Date