

**HEICO CORP**  
Reported by  
**MENDELSON LAURANS A**

**FORM 4**  
(Statement of Changes in Beneficial Ownership)

Filed 06/05/18 for the Period Ending 06/01/18

|             |  |
|-------------|--|
| Address     | 3000 TAFT ST<br>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  
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[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## 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 LAURANS A</b>                |  |  | <b>HEICO CORP [ HEI, HEIA ]</b>                   |  |  | <input checked="" type="checkbox"/> Director <span style="float:right"><input checked="" type="checkbox"/> 10% Owner</span><br><input checked="" type="checkbox"/> Officer (give title below) <span style="float:right">_____ Other (specify below)</span><br><b>COB and CEO</b> |  |  |
| (Last) (First) (Middle)                   |  |  | 3. Date of Earliest Transaction (MM/DD/YYYY)      |  |  |  |  |  |
| <b>3000 TAFT STREET</b>                   |  |  | <b>6/1/2018</b>                                   |  |  |  |  |  |
| (Street)                                  |  |  | 4. If Amendment, Date Original Filed (MM/DD/YYYY) |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)  |  |  |
| <b>HOLLYWOOD, FL 33021</b>                |  |  |   |  |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person<br><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) |
|---------------------------------|----------------|-----------------------------------|---------------------------|---|---|------------|-----------|---|--|---|
|                                 |                |                                   | Code                      | V | Amount  | (A) or (D) | Price     |   |  |   |
| Common Stock                    |                |                                   |                           |   |   |            |           | 740910  | D  |   |
| Class A Common Stock            | 6/1/2018       |                                   | S                         |   | 102701  | D          | \$76.1336 | 201222  | D  |   |
| Class A Common Stock            | 6/4/2018       |                                   | S                         |   | 30000   | D          | \$76.2122 | 171222  | D  |   |
| Common Stock                    |                |                                   |                           |   |   |            |           | 1374344   | I  | Owned by Partnership (1)                              |
| Common Stock                    |                |                                   |                           |   |   |            |           | 1047545   | I  | Owned by Partnership (2)                              |
| Class A Common Stock            |                |                                   |                           |   |   |            |           | 194628  | I  | Owned by Corporation (3)                              |
| Common Stock                    |                |                                   |                           |   |   |            |           | 1336  | I  | By 401(k) (4)   |
| Class A Common Stock            |                |                                   |                           |   |   |            |           | 1624  | I  | By 401(k) (4)   |
| Common Stock                    |                |                                   |                           |   |   |            |           | 70855   | I  | Owned by Charitable Foundation (5)                    |
| Class A Common Stock            |                |                                   |                           |   |   |            |           | 39176   | I  | Owned by Charitable Foundation (5)                    |

**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 |  |  |  |  |

**Explanation of Responses:**

- (1) Represents shares owned by LAM Limited Partners, a partnership whose sole general partner is a corporation controlled by Arlene Mendelson, the wife of the Reporting Person.
- (2) Represents shares owned by LAM Alpha Limited Partners, a partnership whose sole general partner is a corporation controlled by the Reporting Person.
- (3) Represents shares owned by Mendelson International Corporation, a corporation of which the Reporting Person is the Chairman of the Board. The Reporting Person disclaims beneficial ownership of securities held by Mendelson International Corporation.
- (4) Represents shares held for the benefit of the Reporting Person by the HEICO Corporation 401(k), based on a plan statement dated May 30, 2018.
- (5) Represents shares owned by the Laurans A. and Arlene H. Mendelson Charitable Foundation, Inc., a non-profit Charitable Corporation.

**Reporting Owners**

| Reporting Owner Name / Address  | Relationships |           |             |       |
|---|---------------|-----------|-------------|-------|
|   | Director      | 10% Owner | Officer     | Other |
| <b>MENDELSON LAURANS A<br/>3000 TAFT STREET<br/>HOLLYWOOD, FL 33021</b> | X             | X         | COB and CEO |       |

**Signatures**/s/ Laurans A. Mendelson6/5/2018

\*\*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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