

HEICO CORP
Reported by
MENDELSON VICTOR H

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 03/15/18 for the Period Ending 03/14/18

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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 *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
MENDELSON VICTOR H		HEICO CORP [HEI, HEIA]		<input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Co-President	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
825 BRICKELL BAY DRIVE, SUITE 1644		3/14/2018			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
MIAMI, FL 33131				<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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	3/14/2018		M		381470	A	\$10.3521	817713 (1)	D	
Common Stock	3/14/2018		F		176700	D	\$90.07	641013 (1)	D	
Class A Common Stock								227612 (1)	D	
Class A Common Stock	12/20/2017		G	V	16063	D	\$0	194628 (1)	I	Owned by Corporation (2)
Common Stock								138012 (1)	I	Owned by Partnership (3)
Common Stock								3810 (1)	I	As custodian for children
Class A Common Stock								15310 (1)	I	As custodian for children
Common Stock								73389 (1)	I	By 401(k) (4)
Class A Common Stock								69466 (1)	I	By 401(k) (4)
Common Stock								737 (1)	I	By Keogh Account
Class A Common Stock								12908 (1)	I	By Keogh Account
Common Stock								372255 (1)	I	By Trusts (5)
Class A Common Stock								109761 (1)	I	By Trusts (5)
Common Stock								23045 (1)	I	By Trusts (6)
Class A Common Stock								6772 (1)	I	By Trusts (6)

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 Common Stock)	\$10.3521	3/14/2018		M			381470	(7)	9/14/2019	Common Stock	381470.0	\$0	0	D	

Explanation of Responses:

- (1) All shares reflect the impact of a 5-for-4 stock split that was effected January 18, 2018.
- (2) 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.
- (3) Represents shares owned by VHM Management Limited Partners, a partnership whose sole general partner is a corporation controlled by the Reporting Person.
- (4) Represents shares held for the benefit of the Reporting Person by the HEICO Corporation 401(k), based on a plan statement dated March 13, 2018.
- (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 381,470 shares of Common Stock at an exercise price of \$10.3521 per share, as adjusted for stock splits and stock dividends. These Options became exercisable on various dates and expire on September 14, 2019.

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

3/15/2018

**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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