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

FORM 8-K

 $\label{eq:CURRENT REPORT} \mbox{Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934}$

Date of Report (Date of earliest event reported): May 31, 2005

HEICO CORPORATION (Exact name of registrant as specified in its charter)

Florida1-460465-0341002(State or other jurisdiction
of incorporation)(I.R.S. Employer
Identification No.)

3000 Taft Street, Hollywood, Florida33021(Address of principal executive offices)(Zip Code)

(954) 987-4000 (Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- [] Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- [] Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- [] Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- [] Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

ITEM 2.02 RESULTS OF OPERATIONS AND FINANCIAL CONDITION

On May 31, 2005, HEICO Corporation issued a press release announcing its financial results for the second quarter of fiscal 2005. A copy of the press release is furnished as Exhibit 99.1 to this report.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(c) Exhibits

EXHIBIT NO. DESCRIPTION

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99.1 Press release, dated May 31, 2005, titled "HEICO Reports Record Quarterly Sales and Operating Income in Second Quarter".

2

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

HEICO CORPORATION (Registrant)

Date: May 31, 2005

By: /s/ Thomas S. Irwin

Thomas S. Irwin Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)

3