

MENDELSON VICTOR H
 Form 4
 September 14, 2011

FORM 4

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

OMB APPROVAL

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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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

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, HEI.A]

3. Date of Earliest Transaction
 (Month/Day/Year)
 09/12/2011

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 Co-President

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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 Ownership Indirect Beneficial Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price
Class A Common Stock					116,030	(1)	D		
Common Stock					201,723	(1)	D		
Class A Common Stock					100,170		I		Owned by Corporation (2)
Common Stock					56,531		I		Owned by Partnership (3)

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Common Stock	1,562	I	As custodian for minor children ⁽⁴⁾
Class A Common Stock	4,173	I	As custodian for minor children ⁽⁴⁾
Common Stock	27,579	I	By 401(k) ⁽⁵⁾
Class A Common Stock	25,372	I	By 401(k) ⁽⁵⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (Right to buy Common Stock)	\$ 48.63	09/12/2011		A	100,000	⁽⁶⁾ 09/12/2021	Common Stock	100,000	

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

Victor H.
Mendelson

09/14/2011

__Signature of
Reporting Person

Date

Explanation of Responses:

* 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).

Amount of Securities Beneficially Owned by the Reporting Person includes 40,344 shares of Common Stock and 23,206 shares of Class

(1) A Common Stock acquired by the Reporting Person on April 26, 2011 upon receipt of shares distributed by the Issuer pursuant to a 5 for 4 stock split.

Represents shares owned by Mendelson International Corporation whose stock is owned solely by the Reporting Person and Eric

(2) Mendelson, the brother of the Reporting Person and includes 20,034 shares of Class A Common Stock acquired on April 26, 2011 upon receipt of shares distributed by the Issuer pursuant to a 5 for 4 stock split.

Represents shares owned by VHM Management Limited Partners, a partnership whose sole general partner is a corporation controlled by the Reporting Person and includes 11,306 shares of Common Stock acquired on April 26, 2011 upon receipt of shares distributed by the Issuer pursuant to a 5 for 4 stock split.

(4) Includes 312 shares of Common Stock and 834 shares of Class A Common Stock acquired on April 26, 2011 upon receipt of shares distributed by the Issuer pursuant to a 5 for 4 stock split.

(5) Represents shares held for the benefit of the Reporting Person by the HEICO Corporation 401(k), based on a plan statement dated September 12, 2011.

(6) Options became exercisable 20% per year over five years from date of grant.

In addition to these options, the Reporting Person owns directly options entitling the Reporting Person to purchase an aggregate of

(7) 542,970 shares of Common Stock and 39,064 shares of Class A Common Stock. These options become exercisable on various dates and have various expiration dates and have been adjusted for the 5 for 4 stock split referenced in note 1 above.

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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