

IRWIN THOMAS S

Form 4

June 01, 2010

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
IRWIN THOMAS S

(Last) (First) (Middle)

3000 TAFT STREET

(Street)

HOLLYWOOD, FL 33021

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
HEICO CORP [HEI, HEI.A]

3. Date of Earliest Transaction
(Month/Day/Year)
05/27/2010

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)

Executive Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock					2,100 ⁽¹⁾	D	
Common Stock	05/27/2010		M	100,000 A \$ 11.3058	137,513 ⁽²⁾	D	
Common Stock	05/27/2010		F	37,513 D \$ 38.88	100,000	D	
Common Stock	05/27/2010		S	60,000 D \$ 40.0261	40,000	D	
Common Stock					68,215 ⁽³⁾	I	Irwin Family

				Trust ⁽³⁾
Class A Common Stock		41,512	I	401(k) Plan ⁽⁴⁾
Common Stock		44,268	I	401(k) Plan ⁽⁴⁾

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
Option (right to purchase Common Stock)	\$ 11.3058	05/27/2010		M		100,000		06/11/2005	06/11/2011	Common Stock	100,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
IRWIN THOMAS S 3000 TAFT STREET HOLLYWOOD, FL 33021	Executive Vice President

Signatures

Thomas S. Irwin 06/01/2010

**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).

(1) Includes an aggregate of 420 shares of Class A Common Stock acquired by the Reporting Person on April 27, 2010 upon receipt of shares distributed by the Issuer pursuant to a 5 for 4 stock split.

(2) Includes an aggregate of 7,502 shares of Common Stock acquired by the Reporting Person on April 27, 2010 upon receipt of shares distributed by the Issuer pursuant to a 5 for 4 stock split.

Represents shares held in the Irwin Family Irrevocable Trust (the Trust) whose trustee is Carrie Irwin, the Reporting Person's daughter
(3) and includes an aggregate of 13,643 shares of Common Stock acquired by the Trust on April 27, 2010 upon receipt of shares distributed by the Issuer pursuant to a 5 for 4 stock split.

(4) Represents shares held for the benefit of the Reporting Person by the HEICO Corporation 401(k) Plan based on a plan statement dated May 31, 2010.

(5) The Reporting Person owns directly options entitling the Reporting Person to purchase an aggregate of 118,751 shares of Common Stock and 39,750 shares of Class A Common Stock. These options become exercisable on various dates and have various expiration dates.

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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