HEICO CORP Form 4 March 18, 2014

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Expires: January 31, 2005
Estimated average burden hours per

Form 4 or Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

HEICO CORP [HEI, HEI.A]

Symbol

SECURITIES

response... 0.5

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

MENDELSON VICTOR H

(Last)	(First)	(Middle)	3. Date of	f Earlie	st Tr	ansaction			`	**	ŕ
825 BRICK SUITE 164	XELL BAY DR 4	IVE,	(Month/I 12/30/2	•	ır)				X Director X Officer (_ below)		10% Owner Other (specify
	(Street)		4. If Ame Filed(Mon			te Origina	1		Applicable Line	or Joint/Group I) by One Reporting	_
MIAMI, FL 33131									Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Tab	le I - No	on-D	D erivative	Secur	rities A	cquired, Dispose	d of, or Benefi	cially Owned
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	ar) Execution	med on Date, if Day/Year)	3. Transa Code (Instr.		4. Securi nAcquired Disposed (Instr. 3,	l (A) o l of (D))	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)
Stock	12/30/2013			G	V	1,690	D	\$ 0	289,177	D	
Class A Common Stock									143,840	D	
Class A Common Stock									156,515	I	Owned by Corporation $\underline{(1)}$
Common Stock									88,328	I	Owned by Partnership (2)

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Common Stock	2,440	I	As custodian for minor children
Class A Common Stock	6,520	I	As custodian for minor children
Common Stock	46,073	I	By 401(k) (3)
Class A Common Stock	43,499	I	By 401(k) (3)
Class A Common Stock	5,848	I	By Keogh Account
Common Stock	238,245	I	By Trusts (4)
Class A Common Stock	70,428	I	By Trusts (4)
Common Stock	14,750	I	By Trusts (5)
Class A Common Stock	4,335	I	By Trusts (5)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 2. 3. Transaction Date 3A. Deemed 4. 5. 6. Date Exercisable and 7. Title and	8. Price of 9. N
Derivative Conversion (Month/Day/Year) Execution Date, if TransactionNumber Expiration Date Amount of	Derivative Der
Security or Exercise any Code of (Month/Day/Year) Underlying	Security Sec
(Instr. 3) Price of (Month/Day/Year) (Instr. 8) Derivative Securities	(Instr. 5) Ben
Derivative Securities (Instr. 3 and 4	` '
Security Acquired	Foll
(A) or	Rep
Disposed	Trai
$\overline{\mathrm{of}}(\mathrm{D})$	(Ins
(Instr. 3,	
4, and 5)	
Code V (A) (D) Date Expiration Title Amour	nt .
Exercisable Date or	ı
Number	

SEC 1474

(9-02)

of Shares

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

MENDELSON VICTOR H

825 BRICKELL BAY DRIVE, SUITE 1644 X Co-President

MIAMI, FL 33131

Signatures

Victor H.

Mendelson 03/18/2014

**Signature of Person Date

Reporting Person

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) 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.
- (2) Represents shares owned by VHM Management Limited Partners, a partnership whose sole general partner is a corporation controlled by the Reporting Person.
- (3) Represents shares held for the benefit of the Reporting Person by the HEICO Corporation 401(k), based on a plan statement dated March 17, 2014.
- (4) 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.
- (5) Represents shares owned by the Victor H. Mendelson Revocable Investment Trust which is owned solely by the Reporting Person.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 3