

HEICO CORP
Form 4/A
February 12, 2015

FORM 4

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

OMB APPROVAL

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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

(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)
12/18/2014

4. If Amendment, Date Original Filed(Month/Day/Year)
12/19/2014

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 Indirect Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	12/23/2014		G	V 3,115 D \$ 0	279,176 ⁽¹⁾	D	
Class A Common Stock	12/18/2014		P	1,910 A \$ 46.9878	142,386 ⁽²⁾	D	
Class A Common Stock					156,515	I	Owned by Corporation ⁽³⁾
Common Stock					88,328	I	Owned by Partnership ⁽⁴⁾

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Common Stock						1,439 ⁽⁵⁾	I	As custodian for minor children	
Class A Common Stock						8,990 ⁽⁶⁾	I	As custodian for minor children	
Common Stock						46,258	I	By 401(k) ⁽⁷⁾	
Class A Common Stock						43,693	I	By 401(k) ⁽⁷⁾	
Common Stock						472 ⁽⁵⁾	I	By Keogh Account	
Class A Common Stock	12/18/2014		P	635	A	\$ 46.9878	6,750 ⁽⁸⁾	I	By Keogh Account
Common Stock						238,245	I	By Trusts ⁽⁹⁾	
Class A Common Stock						70,248 ⁽⁶⁾	I	By Trusts ⁽⁹⁾	
Common Stock						14,750	I	By Trusts ⁽¹⁰⁾	
Class A Common Stock						4,335	I	By Trusts ⁽¹⁰⁾	

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.

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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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu
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(Instr. 3,
4, and 5)

Code	V	(A)	(D)	Date	Expiration	Title	Amount or Number of Shares
				Exercisable	Date		

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

02/12/2015

**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) This line item has been amended to reflect the Reporting Person's direct ownership of Common Stock following the subject transaction based on the Reporting Person's Form 5, filed with the Securities and Exchange Commission on February 12, 2015.
- (2) This line item has been amended to reflect the Reporting Person's direct ownership of Class A Common Stock following the subject transaction based on the Reporting Person's Form 5, filed with the Securities and Exchange Commission on February 12, 2015.
- (3) 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.
- (4) Represents shares owned by VHM Management Limited Partners, a partnership whose sole general partner is a corporation controlled by the Reporting Person.
- (5) This line item has been amended to reflect the Reporting Person's indirect ownership of Common Stock based on the Reporting Person's Form 5, filed with the Securities and Exchange Commission on February 12, 2015.
- (6) This line item has been amended to reflect the Reporting Person's indirect ownership of Class A Common Stock based on the Reporting Person's Form 5, filed with the Securities and Exchange Commission on February 12, 2015.
- (7) Represents shares held for the benefit of the Reporting Person by the HEICO Corporation 401(k), based on a plan statement dated January 16, 2015.
- (8) This line item has been amended to reflect the Reporting Person's indirect ownership of Class A Common Stock following the subject transaction based on the Reporting Person's Form 5, filed with the Securities and Exchange Commission on February 12, 2015.
- (9) 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.
- (10) 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.