

SCHRIESHEIM ALAN
Form 4
May 25, 2012

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 *
SCHRIESHEIM ALAN

(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)
05/24/2012

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)

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 Beneficial Ownership (Instr. 4)
Class A Common Stock					2,482 ⁽¹⁾	D	
Common Stock	05/24/2012		M	5,000 A	\$ 0.7886 5,000	D	
Common Stock	05/24/2012		S	5,000 D	\$ 42.4249 0	D	
Class A Common Stock					4,296	I	By estate ⁽²⁾

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

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- (3) Options expire 180 days following the date the Reporting Person ceases to serve as Director of the Registrant and have been adjusted for a 5 for 4 stock split distributed by the issuer April 2012.

- In addition to these options, the Reporting Person owns directly options entitling the Reporting Person to purchase an aggregate of 79,073 shares of Common Stock and 163,666 shares of Class A Common Stock. These options become exercisable on various dates, expire 180 days following the date the Reporting Person ceases to serve as a Director of the Registrant and have been adjusted for a 5 for 4 stock split distributed by the Issuer April 2012.
- (4)

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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