HEICO CORP Form 4/A February 12, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

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5. Relationship of Reporting Person(s) to

Issuer

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations

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 may continue.

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

Symbol

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

MENDELSON VICTOR H

See Instruction

			HEICO CORP [HEI, HEI.A]						(Check all applicable)			
(Last) (First) (Middle) 825 BRICKELL BAY DRIVE, SUITE 1644			3. Date of Earliest Transaction (Month/Day/Year) 12/18/2014						X Director 10% Owner X Officer (give title Other (specify below)			
F				nendme Ionth/Da /2014		Oate Origin ear)	nal		6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution I any (Month/Day	Date, if	Code (Instr.	. 8)	4. Securi onor Dispos (Instr. 3,	sed of		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)	
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 <u>(6)</u>	I	As custodian for minor children
Common Stock						46,258	I	By 401(k)
Class A Common Stock						43,693	I	By 401(k)
Common Stock						472 <u>(5)</u>	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
Class A Common Stock						4,335	I	By Trusts

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

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(9-02)

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. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if Transac		orNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e	Securities	(Instr. 5)	Bene
	Derivative				Securities	S	(Instr. 3 and 4)		Own
	Security				Acquired				Follo
					(A) or				Repo
					Disposed				Trans
					of (D)				(Instr

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(Instr. 3, 4, and 5)

Date Expiration Title Number of Code V (A) (D)

Exercisable Date Title 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

/s/ Victor H. 02/12/2015 Mendelson

**Signature of Reporting Date
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) 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.
- 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.
- 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.
- 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.

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