

HEICO CORP  
Form 4  
April 14, 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 \*

Walker Steven M

(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)  
04/14/2015

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)  
Chief Accounting Officer

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)			
			Code	V	Amount or Price					
Class A Common Stock	04/14/2015		M		4,000	A	\$ 21.9853	4,937	D	
Class A Common Stock	04/14/2015		S		4,000	D	\$ 48.8991	937	D	
Common Stock								3,504	I	By 401(k) (1)
Class A Common Stock								3,099	I	By 401(k) (1)

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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 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)	8. Amount or Number of Shares
Option (Right to purchase Class A Common Stock)	\$ 21.9853	04/14/2015		M	4,000	<sup>(2)</sup> 03/28/2021	Class A Common Stock	4,000
Option (Right to purchase Class A Common Stock)	\$ 24.672					<sup>(3)</sup> 09/14/2022	Class A Common Stock	6,250
Option (Right to purchase Class A Common Stock)	\$ 40.792					<sup>(4)</sup> 09/23/2023	Class A Common Stock	6,250

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Walker Steven M 3000 TAFT STREET HOLLYWOOD, FL 33021			Chief Accounting Officer	

## Signatures

/s/ Steven M.  
Walker

04/14/2015

\*\*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) Represents shares held for the benefit of the Reporting Person by the HEICO Corporation 401(k) based on a plan statement dated April 13, 2015.  
  
The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate of 5,766 shares of Class A Common Stock at an exercise price of \$21.9853 per share, as adjusted for stock splits and stock dividends. These Options become exercisable on various dates and expire on March 28, 2021.
  - (2) The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate of 6,250 shares of Class A Common Stock at an exercise price of \$24.6720 per share, as adjusted for stock splits and stock dividends. These Options become exercisable on various dates and expire on September 14, 2022.
  - (3) The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate of 6,250 shares of Class A Common Stock at an exercise price of \$40.7920 per share, as adjusted for stock splits and stock dividends. These Options become exercisable on various dates and expire on September 23, 2023.
  - (4)

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.