

HEICO CORP
Form 4
March 20, 2017

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 *
Macau Carlos L

(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)
03/17/2017

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)

EVP-CFO & Treasurer

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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

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SEC 1474
(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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to purchase Class A Common Stock)	\$ 74.95	03/17/2017	A	50,000					<u>(1)</u>	03/17/2027	Class A Common Stock	50,000
Option (Right to purchase Class A Common Stock)	\$ 48.65								<u>(2)</u>	06/08/2025	Class A Common Stock	25,000
Option (Right to purchase Class A Common Stock)	\$ 30.176								<u>(3)</u>	06/10/2023	Class A Common Stock	31,250
Option (Right to purchase Class A Common Stock)	\$ 43.36								<u>(4)</u>	12/14/2025	Class A Common Stock	25,000
Option (Right to purchase Class A Common Stock)	\$ 25.024								<u>(5)</u>	06/18/2022	Class A Common Stock	15,625
Option (Right to purchase Class A Common Stock)	\$ 25.008								<u>(6)</u>	06/01/2022	Class A Common Stock	62,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Macau Carlos L 3000 TAFT STREET HOLLYWOOD, FL 33021			EVP-CFO & Treasurer	

Signatures

/s/ Carlos L.
Macau

03/20/2017

__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) These Options become exercisable 20% per year over five years from the date of grant.

(2) The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate of 25,000 shares of Common Stock at an exercise price of \$48.65 per share, as adjusted for stock splits and stock dividends. These Options become exercisable on various dates and expire on June 8, 2025.

(3) The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate of 31,250 shares of Common Stock at an exercise price of \$30.176 per share, as adjusted for stock splits and stock dividends. These Options become exercisable on various dates and expire on June 10, 2023.

(4) The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate of 25,000 shares of Common Stock at an exercise price of \$43.36 per share, as adjusted for stock splits and stock dividends. These Options become exercisable on various dates and expire on December 14, 2025.

(5) The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate of 15,625 shares of Common Stock at an exercise price of \$25.024 per share, as adjusted for stock splits and stock dividends. These Options become exercisable on various dates and expire on June 18, 2022.

(6) The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate of 62,500 shares of Common Stock at an exercise price of \$25.008 per share, as adjusted for stock splits and stock dividends. These Options become exercisable on various dates and expire on June 1, 2022.

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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