

MENDELSON VICTOR H  
Form 4  
December 20, 2010

**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 \*  
MENDELSON VICTOR H

2. Issuer Name and Ticker or Trading Symbol  
HEICO CORP [HEI, HEI.A]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
825 BRICKELL BAY DRIVE,  
SUITE 1644  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/16/2010

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Co-President

MIAMI, FL 33131

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Class A Common Stock	12/16/2010		M		35,438 A \$ 11.3058	113,499	D
Class A Common Stock	12/16/2010		F		18.623 D \$ 40.71	94,876	D
Common Stock	12/16/2010		M		168,750 A \$ 11.3058	250,858	D
Common Stock	12/16/2010		F		80,442 D \$ 56.34	170,416	D
						80,136	I

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Class A Common Stock						Owned by Corporation (1)
Common Stock		45,225	I			Owned by Partnership (2)
Common Stock		1,250	I			As custodian for minor children
Class A Common Stock		1,287	I			As custodian for minor children
Common Stock		21,950	I			By 401(k) (3)
Class A Common Stock		20,114	I			By 401(k) (3)

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) (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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Option (right to purchase Class A Common Stock)	\$ 11.3058	12/16/2010		M	35,438	06/11/2005	06/11/2011	Class A Common Stock	35,438
Option (right to purchase	\$ 11.3058	12/16/2010		M	168,750	06/11/2005	06/11/2011	Common Stock	168,750

