

IRWIN THOMAS S  
Form 4  
April 18, 2007

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
IRWIN THOMAS S

(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)  
04/16/2007

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)  
Executive Vice President, CFO

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |                                   |
| Class A Common Stock            | 04/16/2007                           |  | M                              |   | 15,200 A \$ 7.4718  | 25,913   | D                                 |
| Class A Common Stock            | 04/16/2007                           |  | F                              |   | 3,715 D \$ 30.57  | 22,198   | D                                 |
| Class A Common Stock            | 04/16/2007                           |  | S                              |   | 11,400 D \$ 31  | 10,798   | D                                 |
| Class A Common                  | 04/17/2007                           |  | M                              |   | 7,222 A \$ 7.4718   | 18,020   | D                                 |

Edgar Filing: IRWIN THOMAS S - Form 4

|                            |            |  |   |        |   |       |         |   |                               |
|----------------------------|------------|--|---|--------|---|-------|---------|---|-------------------------------|
| Stock                      |            |  |   |        |   |       |         |   |                               |
| Class A<br>Common<br>Stock | 04/17/2007 |  | F | 1,740  | D | \$ 31 | 16,280  | D |                               |
| Class A<br>Common<br>Stock | 04/17/2007 |  | S | 14,600 | D | \$ 31 | 1,680   | D |                               |
| Common<br>Stock            |            |  |   |        |   |       | 267,131 | D |                               |
| Class A<br>Common<br>Stock |            |  |   |        |   |       | 32,764  | I | 401(k)<br>Plan <sup>(1)</sup> |
| Common<br>Stock            |            |  |   |        |   |       | 34,300  | I | 401(k)<br>Plan <sup>(1)</sup> |

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.**

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 (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 or Number of Shares                              |
| Option (right to purchase Class A Common Stock) | \$ 7.4718  | 04/16/2007                           |  | M                              | 15,200  | 06/06/1997 06/06/2007                                    | Class A Common Stock 15,200                                   |
| Option (right to purchase Class A Common Stock) | \$ 7.4718  | 04/17/2007                           |  | M                              | 7,222   | 06/06/1997 06/06/2007                                    | Class A Common Stock 7,222                                    |

## Reporting Owners

| Reporting Owner Name / Address                            | Relationships |           |                               |       |
|---|---------------|-----------|-------------------------------|-------|
|   | Director      | 10% Owner | Officer                       | Other |
| IRWIN THOMAS S<br>3000 TAFT STREET<br>HOLLYWOOD, FL 33021 |               |           | Executive Vice President, CFO |       |

## Signatures

Thomas S. Irwin                      04/18/2007

\_\_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) Plan based on a plan statement dated April 15, 2007.

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.