

MENDELSON LAURANS A  
 Form 4  
 May 13, 2011

**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 \*  
 MENDELSON LAURANS A

(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)  
 03/09/2011

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)  
 COB and CEO

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock					348,445 <sup>(6)</sup>	D	
Class A Common Stock					117,913 <sup>(7)</sup>	D	
Common Stock					628,725	I	Owned by Partnership <sup>(1)</sup>
Common Stock					436,027	I	Owned by Partnership <sup>(2)</sup>

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Class A Common Stock							366	I	Owned by Partnership (2)
Class A Common Stock							100,170	I	Owned by Corporation (3)
Common Stock							117	I	By 401(k) (4)
Class A Common Stock							34	I	By 401(k) (4)
Common Stock	03/09/2011		G	V	2,558	D	\$ 0 58,906	I	Owned by Charitable Foundation (5)
Common Stock	05/09/2011		G	V	5,000	D	\$ 0 53,906	I	Owned by a Charitable Foundation (5)
Class A Common Stock							20,352	I	Owned by Charitable Foundation (5)

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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MENDELSON LAURANS A 3000 TAFT STREET HOLLYWOOD, FL 33021	X	X	COB and CEO	

## Signatures

Laurans A.  
Mendelson 05/13/2011

       \*\*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 owned by LAM Limited Partners, a partnership whose sole general partner is a corporation controlled by Arlene Mendelson, the wife of the Reporting person, and includes an aggregate of 125,745 shares of Common Stock acquired by the Reporting Person on April 26, 2011 upon receipt of shares distributed by the Issuer pursuant to a 5 for 4 stock split.
  - (2) Represents shares owned by LAM Alpha Limited Partners, a partnership whose sole general partner is a corporation controlled by the Reporting Person and includes an aggregate of 87,205 shares of Common Stock and 73 shares of Class A Common Stock acquired by the Reporting Person on April 26, 2011 upon receipt of shares distributed by the Issuer pursuant to a 5 for 4 stock split.
  - (3) Represents shares owned by Mendelson International Corporation, a corporation of which the Reporting Person is the Chairman of the Board. The Reporting Person disclaims beneficial ownership of securities held by Mendelson International Corporation. Includes an aggregate of 20,034 shares of Class A Common Stock acquired on April 26, 2011 upon receipt of shares distributed by the Issuer pursuant to a 5 for 4 stock split.
  - (4) Represents shares held for the benefit of the Reporting Person by the HEICO Corporation 401(k), based on a plan statement dated May 8, 2011 and includes an aggregate of 23 shares of Common Stock and 7 shares of Class A Common Stock acquired by the Reporting Person on April 26, 2011 upon receipt of shares distributed by the Issuer pursuant to a 5 for 4 stock split.
  - (5) Represents shares owned by the Laurans A. and Arlene H. Mendelson Charitable Foundation, Inc. (the Foundation), a non-profit Charitable Corporation. The Reporting Person disclaims beneficial ownership of securities held by the Foundation. Includes an aggregate of 11,780 shares of Common Stock and 4,069 shares of Class A Common Stock acquired on April 26, 2011 upon receipt of shares distributed by the Issuer pursuant to a 5 for 4 stock split.
  - (6) Includes an aggregate of 69,688 shares of Common Stock acquired by the Reporting Person on April 26, 2011 upon receipt of shares distributed by the Issuer pursuant to a 5 for 4 stock split.
  - (7) Includes an aggregate of 23,581 shares of Class A Common Stock acquired by the Reporting Person on April 26, 2011 upon receipt of shares distributed by the Issuer pursuant to a 5 for 4 stock split.

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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