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President and Chief Executive Officer of HEICO Electronic Technologies Corp and General Counsel - 7.8%.

Also on that date, the Committee approved an increase in the annual retainer received by Directors of the Company to \$75,000 effective May 1, 2006. The Directors are required to purchase shares of the Company's corporate common stock equivalent to one-half of the annual retainer.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

HEICO CORPORATION

(Registrant)

Date: March 30, 2006

By: /s/ Thomas S. Irwin

Thomas S. Irwin
Executive Vice President
and Chief Financial Officer
(Principal Financial and
Accounting Officer)