

WELLS FARGO & CO/MN
Form SC 13G/A
March 31, 2009

OMB APPROVAL
OMB Number: 3235-0145
Expires: February 28, 2009
Estimated average burden hours per response. . . 11

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

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 1)**

WISDOM TREE TRUST

(Name of Issuer)

DEFA FD

(Title of Class of Securities)

97717W703

(CUSIP Number)

February 27, 2009

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be 'filed' for the purpose of Section 18 of the Securities Exchange Act of 1934 ('Act') or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 97717W703

Person 1

1. (a) Names of Reporting Persons.
Wells Fargo & Company
(b) Tax ID
41-0449260

-
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)

-
3. SEC Use Only

-
4. Citizenship or Place of Organization Delaware

Number of
Shares
Beneficially
Owned by
Each Reporting
Person With

5. Sole Voting Power 0

6. Shared Voting Power 0

7. Sole Dispositive Power 0

8. Shared Dispositive Power 0

-
9. Aggregate Amount Beneficially Owned by Each Reporting Person 0

-
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

-
11. Percent of Class Represented by Amount in Row (9) FIVE PERCENT OR LESS
%

12. Type of Reporting Person (See Instructions)

HC

Item 1.

- (a) Name of Issuer
WISDOM TREE TRUST
- (b) Address of Issuer's Principal Executive Offices
380 MADISON AVENUE, NEW YORK, NY 10017

Item 2.

- (a) Name of Person Filing
Wells Fargo & Company
- (b) Address of Principal Business Office or, if none, Residence
420 Montgomery Street, San Francisco, CA 94163
- (c) Citizenship
Delaware
- (d) Title of Class of Securities
DEFA FD
- (e) CUSIP Number
97717W703

Item 3. If this statement is filed pursuant to 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78c)
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).
- (e) An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G);
]

- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) A non-U.S. institution in accordance with 240.13d-1(b)(1)(ii)(J);
- (k) Group, in accordance with 240.13d-1(b)(1)(ii)(K).If filing as a non-U.S. institution in accordance with 240.13d-1(b)(ii)(J), please specify the type of institution:

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned: 0
- (b) Percent of class: FIVE PERCENT OR LESS%
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote 0
 - (ii) Shared power to vote or to direct the vote 0
 - (iii) Sole power to dispose or to direct the disposition of 0
 - (iv) Shared power to dispose or to direct the disposition of 0

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following.[X].

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

See Exhibit B

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

**Item
10. Certification**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

March 27, 2009

Date

/s/ Jane E. Washington

Signature

Jane E. Washington, VP Trust Operations

Name/Title

Exhibit A

EXPLANATORY NOTE

This Schedule 13G is filed by Wells Fargo & Company on its own behalf and on behalf of any subsidiaries listed in Exhibit B. Aggregate beneficial ownership reported by Wells Fargo & Company under Item 9 on page 2 is on a consolidated basis and includes any beneficial ownership separately reported herein by a subsidiary.

Exhibit B

The Schedule 13G to which this attachment is appended is filed by Wells Fargo & Company on behalf of the following subsidiaries:

- Wells Fargo Bank, National Association (2)
- Wachovia Securities, LLC. (1)
- Wachovia Bank, National Association (2)
- Delaware Trust Company, National Association (2)
- Wachovia Securities Financial Network, LLC (3)

- (1) Classified as a registered investment advisor in accordance with Regulation 13d-1(b)(1)(ii)(E).
- (2) Classified as a bank in accordance with Regulation 13d 1(b)(1)(ii)(B).
- (3) Classified as a broker dealer in accordance with Regulation 13d-1(b)(1)(ii)(A).

Attention:

SIGNATURE

**Intentional misstatements or omissions of fact constitute Federal criminal violations
(See 18 U.S.C. 1001)**

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sp;

CUSIP No. 422806109 SCHEDULE 13G Page 3 of 8 Pages

NAMES OF REPORTING PERSONS

1

Select Offshore Advisors, LLC
**CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP**

2

(a)

(b)

SEC USE ONLY

3

**CITIZENSHIP OR PLACE OF
ORGANIZATION**

4

New York

SOLE VOTING POWER

5

719,229

SHARED VOTING POWER

**NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH**

6

0

SOLE DISPOSITIVE POWER

7

719,229

SHARED DISPOSITIVE POWER

8

0

SIGNATURE

**AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
PERSON**

9

719,229

**CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES**

10

0

**PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)**

11

3.4%

TYPE OF REPORTING PERSON

12

IA

CUSIP No. 422806109 SCHEDULE 13G Page 4 of 8 Pages

NAMES OF REPORTING PERSONS

1

George S. Loening

**CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP**

2

(a)

(b)

SEC USE ONLY

3

**CITIZENSHIP OR PLACE OF
ORGANIZATION**

4

USA

SOLE VOTING POWER

5

2,047,965

SHARED VOTING POWER

**NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH**

6

0

SOLE DISPOSITIVE POWER

7

2,047,965

SHARED DISPOSITIVE POWER

8

0

SIGNATURE

**AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
PERSON**

9

2,047,965

**CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES**

10

0

**PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)**

11

9.6%

TYPE OF REPORTING PERSON

12

IN

Item 1(a) Name of Issuer:

Heico Corporation

Item 1(b) Address of Issuer's Principal Executive Offices:

3000 Taft Street

Hollywood, Florida 33021

Items 2(a) Name of Person Filing:

This Schedule 13G is being filed jointly by Select Equity Group, Inc., a New York corporation ("Select"), Select Offshore Advisors, LLC, a New York limited liability corporation ("Select Offshore"), and George S. Loening, the controlling shareholder of Select and Select Offshore ("Loening"). Select, Select Offshore and Loening are sometimes collectively referred to herein as the "Select Reporting Persons."

Item 2(b) Address of Principal Business Office:

The business address of each of the Select Reporting Persons is:

380 Lafayette Street, 6th Floor

New York, New York 10003

Item 2(c) Citizenship:

George S. Loening is a United States citizen.

SIGNATURE

Item 2(d) Title of Class of Securities:

Common Stock

Item 2(e) CUSIP Number:

422806109

Item 3 If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is:

- (a) Broker or dealer registered under Section 15 of the Act;
- (b) Bank as defined in Section 3(a)(6) of the Act;
- (c) Insurance company as defined in Section 3(a)(19) of the Act;
- (d) Investment company registered under Section 8 of the Investment Company Act of 1940;
- (e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940;
- (j) A non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J);
- (k) Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K).

Item 4 Ownership:

The information required by Items 4(a)-(c) is set forth in Rows 5-11 of the cover page hereto for each Select Reporting Person and is incorporated herein by reference for each such Select Reporting Person.

Item 5 Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the Select Reporting Person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following:

..

Item 6 Ownership of More than Five Percent on Behalf of Another Person:

N/A

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company:

N/A

Item 8 Identification and Classification of Members of the Group:

SIGNATURE

N/A

Item 9 Notice of Dissolution of Group:

N/A

Item 10 Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

By: George S. Loening*	By: George S. Loening*
Title: Chairman	Title: Manager

By: /s/ George S. Loening*
George S. Loening

* My signature is in my individual capacity as well as in my capacity as Chairman of Select Equity Group, Inc. and as Manager of Select Offshore Advisors, LLC, as applicable.

Dated: February 14, 2013

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ATTACHMENT A

REPORTING OWNERS

Under Rule 13d-3 under the Securities Exchange Act of 1934, Select Equity Group, Inc. (“Select”) and Select Offshore Advisors, LLC (“Select Offshore”) may be deemed to be the beneficial owners of the securities named on the cover page of this Schedule 13G, in the aggregate amounts reported in Item 4 of this schedule. As the Chairman and controlling shareholder of Select and the Manager of Select Offshore, George S. Loening has the power to vote or to direct the voting of and the power to dispose or direct the disposition of the securities owned by Select and Select Offshore. Accordingly, George S. Loening may also be deemed to be the beneficial owner of those securities under Rule 13d-3.

ATTACHMENT B

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree to the joint filing with all other persons signatory below of a report on Schedule 13G or any amendments thereto, and to the inclusion of this Agreement as an attachment to such filing, with respect to the ownership of securities named in this Schedule 13G.

This Agreement may be executed in any number of counterparts each of which shall be deemed to be an original and all of which together shall be deemed to constitute one and the same Agreement.

IN WITNESS WHEREOF, the undersigned hereby execute this Agreement on February 14, 2013.

SIGNATURE

By: George S. Loening*	By: George S. Loening*
Title: Chairman	Title: Manager

By: /s/ George S. Loening*
George S. Loening

* My signature is in my individual capacity as well as in my capacity as Chairman of Select Equity Group, Inc. and as Manager of Select Offshore Advisors, LLC, as applicable.

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