

Walker Steven M  
Form 3  
June 01, 2012

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *			2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Walker Steven M			(Month/Day/Year)	HEICO CORP [HEI, HEI.A]	
(Last)	(First)	(Middle)	06/01/2012	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
3000 TAFT STREET				(Check all applicable)	
(Street)				<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
HOLLYWOOD, FL 33021				<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
(City)	(State)	(Zip)		(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
				Chief Accounting Officer	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Stock	312	D	
Common Stock	2,367	I	By 401(k) <sup>(1)</sup>
Class A Common Stock	2,012	I	By 401(k) <sup>(1)</sup>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Option (right to purchase Class A Common Stock)	03/17/2008	03/17/2013	Class A Common Stock	7,180	\$ 2.816	D	Â
Option (right to purchase Class A Common Stock)	03/28/2012	03/28/2021	Class A Common Stock	1,562	\$ 27.4816	D	Â
Option (right to purchase Class A common Stock)	03/28/2013	03/28/2021	Class A Common Stock	1,563	\$ 27.4816	D	Â
Option (right to purchase Class A Common Stock)	03/28/2014	03/28/2021	Class A Common Stock	1,562	\$ 27.4816	D	Â
Option (right to purchase Class A Common Stock)	03/28/2015	03/28/2021	Class A Common Stock	1,563	\$ 27.4816	D	Â
Option (right to purchase Class A Common Stock)	03/28/2016	03/28/2021	Class A Common Stock	1,563	\$ 27.4816	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Walker Steven M 3000 TAFT STREET HOLLYWOOD, FL 33021	Â	Â	Â Chief Accounting Officer	Â

## Signatures

Steven M. Walker 06/01/2012

\*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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), based on a plan statement dated May 31, 2012.

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.