

Macau Carlos L
Form 4
March 20, 2018

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 *
Macau Carlos L

(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)
03/16/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
EVP-CFO & Treasurer

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 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	(D)	Price

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

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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to purchase Class A Common Stock)	\$ 16.0051								<u>(1)</u>	06/01/2022	Class A Common Stock	97,656
Option (Right to purchase Class A Common Stock)	\$ 16.0154								<u>(2)</u>	06/18/2022	Class A Common Stock	24,414
Option (Right to purchase Class A Common Stock)	\$ 19.3126								<u>(3)</u>	06/10/2023	Class A Common Stock	48,829
Option (Right to purchase Class A Common Stock)	\$ 31.136								<u>(4)</u>	06/08/2025	Class A Common Stock	39,063
Option (Right to purchase Class A Common Stock)	\$ 27.7504								<u>(5)</u>	12/14/2025	Class A Common Stock	39,063
Option (Right to purchase Class A Common Stock)	\$ 47.968								<u>(6)</u>	03/17/2027	Class A Common Stock	78,125
Option (Right to purchase	\$ 70.3	03/16/2018			A				<u>(7)</u>	03/16/2028	Class A Common Stock	50,000

Class A
Common
Stock)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Macau Carlos L 3000 TAFT STREET HOLLYWOOD, FL 33021			EVP-CFO & Treasurer	

Signatures

/s/ Carlos L.
Macau

03/20/2018

__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).

The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate of 97,656 shares of Class A Common Stock at an exercise price of \$16.0051 per share, as adjusted for stock splits and stock dividends. These Options become exercisable on various dates and expire on June 1, 2022.

The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate of 24,414 shares of Class A Common Stock at an exercise price of \$16.0154 per share, as adjusted for stock splits and stock dividends. These Options become exercisable on various dates and expire on June 18, 2022.

The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate of 48,829 shares of Class A Common Stock at an exercise price of \$19.3126 per share, as adjusted for stock splits and stock dividends. These Options become exercisable on various dates and expire on June 10, 2023.

The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate of 39,063 shares of Class A Common Stock at an exercise price of \$31.136 per share, as adjusted for stock splits and stock dividends. These Options become exercisable on various dates and expire on June 8, 2025.

The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate of 39,063 shares of Class A Common Stock at an exercise price of \$27.7504 per share, as adjusted for stock splits and stock dividends. These Options become exercisable on various dates and expire on December 14, 2025.

The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate of 78,125 shares of Class A Common Stock at an exercise price of \$47.968 per share, as adjusted for stock splits and stock dividends. These Options become exercisable on various dates and expire on March 17, 2027.

(7) These Options become exercisable 20% per year over five years from the date of grant.

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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