

MENDELSON ERIC A  
Form 4  
March 05, 2019

**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 ERIC A

(Last) (First) (Middle)  
825 BRICKELL BAY DRIVE,  
SUITE 1644  
(Street)

MIAMI, FL 33131

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
HEICO CORP [HEI, HEI.A]

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/01/2019

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)  
Co-President

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 Indirect Beneficial Ownership (Instr. 4)			
				(A) or (D)	Price					
Common Stock	03/01/2019		M	V	381,470	A	\$ 10.9786	1,213,132	D	
Common Stock	03/01/2019		F		177,200	D	\$ 93.76	1,035,932	D	
Class A Common Stock								342,008	D	
Common Stock								15,227	I	By Keogh Account
Class A Common								10,078	I	By Keogh Account

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Stock							
Common Stock				285,798	I		By Trusts <sup>(1)</sup>
Class A Common Stock				224,785	I		Owned by Corporation <sup>(2)</sup>
Common Stock				392,718	I		Owned by Partnership <sup>(3)</sup>
Common Stock				4,522	I		As custodian for minor children
Class A Common Stock				5,204	I		As custodian for minor children
Common Stock				111,165	I		By 401(k) <sup>(4)</sup>
Class A Common Stock				105,741	I		By 401(k) <sup>(4)</sup>
Class A Common Stock				9,366	I		By 409A Plan <sup>(5)</sup>
Common Stock				1,312	I		By 409A Plan <sup>(5)</sup>

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount of Number of Shares

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Option (Right to purchase Common Stock)	\$ 10.9786	03/01/2019	M	381,470	(6)	09/13/2020	Common Stock	381,470
Option (Right to purchase Common Stock)	\$ 15.9351				(6)	09/12/2021	Common Stock	305,176
Option (Right to purchase Common Stock)	\$ 21.4098				(6)	06/10/2023	Common Stock	122,070
Option (Right to purchase Common Stock)	\$ 29.6704				(6)	06/08/2025	Common Stock	97,656
Option (Right to purchase Common Stock)	\$ 24.9498				(6)	12/14/2025	Common Stock	97,656
Option (Right to purchase Common Stock)	\$ 44.9638				(6)	03/17/2027	Common Stock	195,313
Option (Right to purchase Common Stock)	\$ 70.656				(6)	03/16/2028	Common Stock	125,000
Option (Right to purchase Class A Common Stock)	\$ 15.4501				(6)	06/10/2023	Class A Common Stock	122,070

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

MENDELSON ERIC A  
825 BRICKELL BAY DRIVE, SUITE 1644 X Co-President  
MIAMI, FL 33131

## Signatures

/s/ Eric A.

Mendelson

03/05/2019

\*\*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 gifted by the Reporting Person to trusts for the benefit of the Reporting Person's immediate family members and whose Trustee is the Reporting Person.
- (2) Represents shares owned by Mendelson International Corporation whose stock is owned solely by the Reporting Person and Victor Mendelson, the brother of the Reporting Person.
- (3) Represents shares owned by EAM Management Limited Partners, a partnership whose sole general partner is a corporation controlled by the Reporting Person.
- (4) Represents shares held for the benefit of the Reporting Person by the HEICO Corporation 401(k), based on a plan statement dated March 1, 2019.
- (5) Represents shares held for the Reporting Person by the HEICO Leadership Compensation Plan (409A Plan).
- (6) These options are exercisable at 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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