HEICO CORP

Form 4

Stock

Stock

Stock

Class A

Common

Common

December 20, 2013

December 20, 2013					
FORM 4 UNITED STA		OMB APPROVAL			
OMIEDSIA	TES SECURITIES AND EXCHANGE Washington, D.C. 20549	COMMISSION OMB Number: 3235-0287			
Check this box if no longer subject to Section 16. Form 4 or	S box  STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP  SECURITIES				
Form 5 Filed pursuant obligations may continue. Section 17(a) of	t to Section 16(a) of the Securities Exchant the Public Utility Holding Company Act of 0(h) of the Investment Company Act of 19	of 1935 or Section			
(Print or Type Responses)					
1. Name and Address of Reporting Person MENDELSON VICTOR H	2. Issuer Name <b>and</b> Ticker or Trading Symbol HEICO CORP [HEI, HEI.A]	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle	3. Date of Earliest Transaction	(Check all applicable)			
825 BRICKELL BAY DRIVE, SUITE 1644	(Month/Day/Year) 12/18/2013	X Director 10% OwnerX Officer (give title Other (specify below) Co-President			
(Street) MIAMI, FL 33131	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
MIAMI, I'L 33131		Person			
(City) (State) (Zip)	Table I - Non-Derivative Securities Ac	quired, Disposed of, or Beneficially Owned			
(Instr. 3) any	Deemed 3. 4. Securities cution Date, if TransactionAcquired (A) or Code Disposed of (D) onth/Day/Year) (Instr. 8) (Instr. 3, 4 and 5)  (A) or Code V Amount (D) Price	5. Amount of Securities Ownership Indirect Beneficially Form: Direct Beneficial Owned (D) or Ownership Following Indirect (I) (Instr. 4) Transaction(s) (Instr. 3 and 4)			
Common Stock 12/18/2013	G V 2,465 D \$0	290,867 D			
Class A Common		143,840 D			

Owned by

Owned by

Partnership

(1)

(2)

156,515

88,328

I

I

Corporation

## Edgar Filing: HEICO CORP - Form 4

Common Stock	2,440	I	As custodian for minor children
Class A Common Stock	6,520	I	As custodian for minor children
Common Stock	45,753	I	By 401(k) (3)
Class A Common Stock	43,094	I	By 401(k) (3)
Class A Common Stock	5,848	I	By Keogh Account
Common Stock	238,245	I	By Trusts (4)
Class A Common Stock	70,428	I	By Trusts (4)
Common Stock	14,750	I	By Trusts (5)
Class A Common Stock	4,335	I	By Trusts (5)

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)

Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	Execution Date, if		5. onNumber	6. Date Exerc Expiration D	ate	7. Title and Amount of	8. Price of Derivative	Deriv
Security	or Exercise		any	Code	of Danisastisa	(Month/Day/	Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)				Securities	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3 and 4)		Own
	Security				Acquired					Follo
					(A) or					Repo
					Disposed					Trans
					of (D)					(Instr
					(Instr. 3,					
					4, and 5)					
				Code V	(A) (D)	Date	Expiration	Title Amount		
						Exercisable	Date	or		
								Number		

of Shares

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

MENDELSON VICTOR H

825 BRICKELL BAY DRIVE, SUITE 1644 X Co-President

MIAMI, FL 33131

## **Signatures**

Victor H.

Mendelson 12/20/2013

\*\*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 owned by Mendelson International Corporation whose stock is owned solely by the Reporting Person and Eric Mendelson, the brother of the Reporting Person.
- (2) Represents shares owned by VHM Management Limited Partners, a partnership whose sole general partner is a corporation controlled by the Reporting Person.
- (3) Represents shares held for the benefit of the Reporting Person by the HEICO Corporation 401(k), based on a plan statement dated December 18, 2013.
- (4) 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.
- (5) Represents shares owned by the Victor H. Mendelson Revocable Investment Trust which is owned solely by the Reporting Person.

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.

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