

Walker Steven M
Form 4
June 13, 2018

FORM 4

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

OMB APPROVAL

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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 *
Walker Steven M

(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)
06/11/2018

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)
Chief Accounting Officer

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) Code V Amount (D) Price			
Class A Common Stock					1,463 ⁽¹⁾	D	
Common Stock					5,980 ⁽¹⁾	I	By 401(k) ⁽²⁾
Class A Common Stock					5,350 ⁽¹⁾	I	By 401(k) ⁽²⁾

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

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SEC 1474 (9-02)

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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)	8. Amount or Number of Shares
Option (Right to purchase Class A Common Stock)	\$ 14.0706					(3) 03/28/2021	Class A Common Stock	5,260
Option (Right to purchase Class A Common Stock)	\$ 15.7901					(3) 09/14/2022	Class A Common Stock	9,766
Option (Right to purchase Class A Common Stock)	\$ 26.1069					(3) 09/23/2023	Class A Common Stock	9,766
Option (Right to purchase Class A Common Stock)	\$ 31.136					(3) 06/08/2025	Class A Common Stock	7,813
Option (Right to purchase Class A Common Stock)	\$ 43.424					(3) 12/12/2026	Class A Common Stock	9,375

Option (Right to purchase Class A Common Stock)	\$ 78.35	06/11/2018	A	6,000	<u>(3)</u>	06/11/2028	Class A Common Stock	6,000
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Reporting Owners

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

Signatures

/s/ Steven M.
Walker

06/13/2018

**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).
- (1) All shares reflect the impact of a 5-for-4 stock split that was effected on January 18, 2018.
- (2) Represents shares held for the benefit of the Reporting Person by the HEICO Corporation 401(k) based on a plan statement dated June 7, 2018.
- (3) 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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