

MENDELSON LAURANS A
Form 4
July 28, 2010

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 LAURANS A

(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)
06/01/2010

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)
COB and CEO

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 Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Price | | | |
| Common Stock | | | | | 244,691 ⁽⁶⁾ | D | |
| Class A Common Stock | | | | | 61,303 ⁽⁷⁾ | D | |
| Common Stock | | | | | 502,980 ⁽¹⁾ | I | Owned by Partnership ⁽¹⁾ |
| Common Stock | | | | | 348,822 ⁽²⁾ | I | Owned by Partnership ⁽²⁾ |

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| | | | | | | | | |
|----------------------------|------------|--|------------------|--|--|-----------------------|---|--|
| Class A Common Stock | | | | | | 293 ⁽²⁾ | I | Owned by Partnership ⁽²⁾ |
| Class A Common Stock | | | | | | 80,136 ⁽³⁾ | I | Owned by Corporation ⁽³⁾ |
| Common Stock | | | | | | 33,969 ⁽⁴⁾ | I | By 401(k) ⁽⁴⁾ |
| Class A Common Stock | | | | | | 31,587 ⁽⁴⁾ | I | By 401(k) ⁽⁴⁾ |
| Common Stock | 06/01/2010 | | G V 625 D \$ 0 | | | 52,331 ⁽⁵⁾ | I | Owned by Charitable Foundation ⁽⁵⁾ |
| Common Stock | 07/13/2010 | | G V 2,600 D \$ 0 | | | 49,731 ⁽⁵⁾ | I | Owned by Charitable Foundation ⁽⁵⁾ |
| Class A Common Stock | | | | | | 16,468 ⁽⁵⁾ | I | Owned by Charitable Foundation ⁽⁵⁾ |

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) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V (A) (D) | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------|-------|
| | Director | 10% Owner | Officer | Other |
| MENDELSON LAURANS A 3000 TAFT STREET HOLLYWOOD, FL 33021 | X | X | COB and CEO | |

Signatures

Laurans A.
Mendelson 07/28/2010

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).

- Represents shares owned by LAM Limited Partners, a partnership whose sole general partner is a corporation controlled by Arlene Mendelson, the wife of the Reporting person, and includes an aggregate of 100,596 shares of Common Stock acquired by the Reporting Person on April 27, 2010 upon receipt of shares distributed by the Issuer pursuant to a 5 for 4 stock split.
- Represents shares owned by LAM Alpha Limited Partners, a partnership whose sole general partner is a corporation controlled by the Reporting Person and includes an aggregate of 69,764 shares of Common Stock and 58 shares of Class A Common Stock acquired by the Reporting Person on April 27, 2010 upon receipt of shares distributed by the Issuer pursuant to a 5 for 4 stock split.
- Represents shares owned by Mendelson International Corporation, a corporation of which the Reporting Person is the Chairman of the Board. The Reporting Person disclaims beneficial ownership of securities held by Mendelson International Corporation. Includes an aggregate of 16,027 shares of Class A Common Stock acquired on April 27, 2010 upon receipt of shares distributed by the Issuer pursuant to a 5 for 4 stock split.
- Represents shares held for the benefit of the Reporting Person by the HEICO Corporation 401(k), based on a plan statement dated July 26, 2010 and includes an aggregate of 6,791 shares of Common Stock and 6,315 shares of Class A Common Stock acquired by the Reporting Person on April 27, 2010 upon receipt of shares distributed by the Issuer pursuant to a 5 for 4 stock split.
- Represents shares owned by the Laurans A. and Arlene H. Mendelson Charitable Foundation, Inc. (the Foundation), a non-profit Charitable Corporation. The Reporting Person disclaims beneficial ownership of securities held by the Foundation. Includes an aggregate of 10,590 shares of Common Stock and 3,293 shares of Class A Common Stock acquired on April 27, 2010 upon receipt of shares distributed by the Issuer pursuant to a 5 for 4 stock split.
- Includes an aggregate of 48,937 shares of Common Stock acquired by the Reporting Person on April 27, 2010 upon receipt of shares distributed by the Issuer pursuant to a 5 for 4 stock split.
- Includes an aggregate of 12,260 shares of Class A Common Stock acquired by the Reporting Person on April 27, 2010 upon receipt of shares distributed by the Issuer pursuant to a 5 for 4 stock split.

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.