

MENDELSON ERIC A
Form 4
June 04, 2012

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 *
MENDELSON ERIC A

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/24/2012

Director 10% Owner
 Officer (give title below) 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)
 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)
			Code	V Amount (A) or (D) Price			
Common Stock	05/24/2012		G	V 600 D \$ 0	364,592 ⁽¹⁾	D	
Class A Common Stock					110,131 ⁽¹⁾	D	
Class A Common Stock					125,212	I	Owned by Corporation ⁽²⁾
Common Stock					160,858	I	Owned by Partnership ⁽³⁾

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Common Stock	1,853	I	As custodian for minor children ⁽⁴⁾
Class A Common Stock	2,134	I	As custodian for minor children ⁽⁴⁾
Common Stock	41,964	I	By 401(k) ⁽⁵⁾
Class A Common Stock	38,940	I	By 401(k) ⁽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. Number of Derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 6)
						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 ERIC A 825 BRICKELL BAY DRIVE, SUITE 1644 MIAMI, FL 33131	X		Co- President	

Signatures

Eric A
Mendelson

06/04/2012

__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).

Amount of Securities beneficially owned by the Reporting Person includes 73,037 shares of Common Stock and 22,026 shares of Class A

(1) Common Stock acquired by the Reporting Person on April 25, 2012 upon receipt of shares distributed by the Issuer pursuant to a 5 for 4 stock split.

Represents shares owned by Mendelson International Corporation whose stock is owned solely by the Reporting Person and Victor

(2) Mendelson, the brother of the Reporting Person and includes 25,042 shares of Class A Common Stock acquired on April 25, 2012 upon receipt of shares distributed by the Issuer pursuant to a 5 for 4 stock split.

Represents shares owned by EAM Management Limited Partners, a partnership whose sole general partner is a corporation controlled by the Reporting Person and includes 32,171 shares of Common Stock acquired on April 25, 2012 upon receipt of shares distributed by the Issuer pursuant to a 5 for 4 stock split.

(4) Includes 370 shares of Common Stock and and 426 shares of Class A Common Stock acquired on April 25, 2012 upon receipt of shares distributed by the Issuer pursuant to a 5 for 4 stock split.

(5) Represents shares held for the benefit of the Reporting Person by the HEICO Corporation 401(k), based on a plan statement dated May 24, 2012.

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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