

MENDELSON LAURANS A  
Form 4  
December 15, 2004

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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)  
825 S. BRICKELL BAY DRIVE,  
SUITE 1643  
(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)  
12/13/2004

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)  
CEO, COB and 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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount                                                                                        | (D)                                                      | Price                                                 |
| Common Stock                    | 12/13/2004                           |                                                    | M                              |                                                                   | 48,828                                                                                        | A                                                        | \$ 1.44                                               |
| Class A Common Stock            | 12/13/2004                           |                                                    | M                              |                                                                   | 98,482                                                                                        | A                                                        | \$ 1.44                                               |
| Class A Common Stock            | 12/13/2004                           |                                                    | F                              |                                                                   | 13,346                                                                                        | D                                                        | \$ 15.94                                              |
| Common Stock                    |                                      |                                                    |                                |                                                                   | 602,384                                                                                       | I                                                        |                                                       |

Owned by Partnership  
(1)

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|                            |         |   |                                       |
|----------------------------|---------|---|---------------------------------------|
| Class A<br>Common<br>Stock | 222,247 | I | Owned by<br>Partnership<br><u>(1)</u> |
| Common<br>Stock            | 279,058 | I | Owned by<br>Partnership<br><u>(2)</u> |
| Class A<br>Common<br>Stock | 105,105 | I | Owned by<br>Partnership<br><u>(2)</u> |
| Common<br>Stock            | 157,282 | I | Owned by<br>Corporation<br><u>(3)</u> |
| Class A<br>Common<br>Stock | 147,409 | I | Owned by<br>Corporation<br><u>(3)</u> |
| Common<br>Stock            | 25,272  | I | By 401(k) <u>(4)</u>                  |
| Common<br>Stock            | 24,320  | I | By 401(k) <u>(4)</u>                  |
| Common<br>Stock            | 45,441  | I | Owned by<br>Corporation<br><u>(5)</u> |
| Class A<br>Common<br>Stock | 16,319  | I | Owned by<br>Corporation<br><u>(5)</u> |

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)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | Amount<br>or<br>Number<br>of Shares |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|-------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                    | Date<br>Exercisable                                            | Expiration<br>Date                                                  | Title                               |

|                                                                |         |            |   |        |            |            |                            |        |
|----------------------------------------------------------------|---------|------------|---|--------|------------|------------|----------------------------|--------|
| Option<br>(right to<br>purchase<br>Common<br>Stock)            | \$ 1.44 | 12/13/2004 | M | 48,828 | 12/16/1994 | 12/16/2004 | Common<br>Stock            | 48,828 |
| Option<br>(right to<br>purchase<br>Class A<br>Common<br>Stock) | \$ 1.44 | 12/13/2004 | M | 98,482 | 12/16/1994 | 12/16/2004 | Class A<br>Common<br>Stock | 98,482 |

## Reporting Owners

| Reporting Owner Name / Address                                                  | Relationships |           |                           |       |
|---------------------------------------------------------------------------------|---------------|-----------|---------------------------|-------|
|                                                                                 | Director      | 10% Owner | Officer                   | Other |
| MENDELSON LAURANS A<br>825 S. BRICKELL BAY DRIVE, SUITE 1643<br>MIAMI, FL 33131 | X             | X         | CEO, COB<br>and President |       |

## Signatures

/s/ Laurans A.  
Mendelson

12/15/2004

\*\*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 LAM Limited Partners, a partnership whose sole general partner is a corporation controlled by Arlene Mendelson, the wife of the Reporting Person.
- (2) Represents shares owned by LAM Alpha Limited Partners, a partnership whose sole general partner is a corporation controlled by the Reporting Person.
- (3) 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.
- (4) Represents shares held for the benefit of the Reporting Person by the HEICO Corporation 401(k), based on a plan statement dated December 12, 2004.
- (5) 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.

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.