

MENDELSON VICTOR H  
Form 4  
September 16, 2009

**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 VICTOR H

(Last) (First) (Middle)

825 BRICKELL BAY DRIVE,  
SUITE 1644

(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)  
09/14/2009

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)

Executive Vice 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 Ownership Indirect Beneficial Ownership (Instr. 4) |     |                          |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-----|--------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Code  | V  | Amount  | (D) | Price                    |
| Class A Common Stock            |                                      |  |                                |   | 58,522  | D  |   |     |                          |
| Common Stock                    |                                      |  |                                |   | 60,374  | D  |   |     |                          |
| Class A Common Stock            |                                      |  |                                |   | 64,709  | I  |   |     | Owned by Corporation (1) |
| Common Stock                    |                                      |  |                                |   | 36,180  | I  |   |     | Owned by Partnership (2) |

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|                      |  |  |  |        |   |                                 |
|----------------------|--|--|--|--------|---|---------------------------------|
| Common Stock         |  |  |  | 1,000  | I | As custodian for minor children |
| Class A Common Stock |  |  |  | 1,110  | I | As custodian for minor children |
| Common Stock         |  |  |  | 17,344 | I | By 401(k) <sup>(3)</sup>        |
| Class A Common Stock |  |  |  | 15,996 | I | By 401(k) <sup>(3)</sup>        |

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) |              |                      |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount Number Shares |
| Employee Stock Option (Right to Buy)       | \$ 38.69   | 09/14/2009                           |  | A                              | 100,000   | <sup>(4)</sup>   | 09/14/2019  | Common Stock | 100,000              |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                          |       |
|---|---------------|-----------|--------------------------|-------|
|   | Director      | 10% Owner | Officer                  | Other |
| MENDELSON VICTOR H<br>825 BRICKELL BAY DRIVE, SUITE 1644<br>MIAMI, FL 33131 | X             |           | Executive Vice President |       |

## Signatures

Victor H.  
Mendelson

09/16/2009

            
\*\*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 September 15, 2009.
- (4) Options became exercisable 20% per year over five years from date of grant.  
In addition to these options, the Reporting Person owns directly options entitling the Reporting Person to purchase an aggregate of
- (5) 316,500 shares of Common Stock and 57,984 shares of Class A Common Stock. These options become exercisable on various dates and have various expiration dates.

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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