

SCHRIESHEIM ALAN
 Form 5
 January 16, 2018

FORM 5

**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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 SCHRIESHEIM ALAN

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 10/31/2017

Director 10% Owner
 Officer (give title below) Other (specify below)

3000 TAFT STREET

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

HOLLYWOOD, FL 33021

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) Amount (D) Price			
Common Stock	07/25/2017	^	G	300 D \$0	1,863	D	^
Class A Common Stock	07/25/2017	^	G	300 D \$0	1,331	D	^
Common Stock	^	^	^	^ ^ ^	5,718	I	By 409A Plan ⁽¹⁾
Class A Common Stock	^	^	^	^ ^ ^	4,107	I	By 409A Plan ⁽¹⁾

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Class A
Common Stock Â Â Â Â Â Â 6,712 I By Estate
(2)

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

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SEC 2270
(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. Pr Deri Secu (Inst
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Option (Right to purchase Common Stock)	\$ 0.5047	Â	Â	Â	Â Â	Â (3) Â (3)	Common Stock	73,948
Option (Right to purchase Common Stock)	\$ 0.8926	Â	Â	Â	Â Â	Â (4) Â (4)	Common Stock	123,551
Option (Right to purchase Class A Common Stock)	\$ 0.3803	Â	Â	Â	Â Â	Â (5) Â (5)	Class A Common Stock	23,645
Option (Right to purchase Class A Common Stock)	\$ 0.5047	Â	Â	Â	Â Â	Â (6) Â (6)	Class A Common Stock	102,299
Option (Right to purchase	\$ 0.8926	Â	Â	Â	Â Â	Â (7) Â (7)	Class A Common Stock	77,344

Class A
Common
Stock)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHRIESHEIM ALAN 3000 TAFT STREET HOLLYWOOD, FL 33021	X	A	A	A

Signatures

/s/ Alan Schriesheim 01/16/2018

__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) Represents shares held for the Reporting Person by the HEICO Corporation Leadership Compensation Plan (409A Plan).
- (2) Represents shares held by the estate of deceased spouse.
The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate 73,948 shares of Common Stock at an exercise price of \$.5047 per share, as adjusted for stock splits and stock dividends. These options became exercisable on various dates and expire 180 days followed the date the Reporting Person ceases to serve as a Director of the Registrant.
- (4) The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate 123,551 shares of Common Stock at an exercise price of \$.8926 per share, as adjusted for stock splits and stock dividends. These options became exercisable on various dates and expire 180 days followed the date the Reporting Person ceases to serve as a Director of the Registrant.
- (5) The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate 23,645 shares of Class A Common Stock at an exercise price of \$.3803 per share, as adjusted for stock splits and stock dividends. These options became exercisable on various dates and expire 180 days followed the date the Reporting Person ceases to serve as a Director of the Registrant.
- (6) The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate 102,299 shares of Class A Common Stock at an exercise price of \$.5047 per share, as adjusted for stock splits and stock dividends. These options became exercisable on various dates and expire 180 days following the date the Reporting Person ceases to serve as a Director of the Registrant.
- (7) The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate 77,344 shares of Class A Common Stock at an exercise price of \$.8926 per share, as adjusted for stock splits and stock dividends. These options became exercisable on various dates and expire 180 days following the date the Reporting Person ceases to serve as a Director of the Registrant.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.