MENDELSON LAURANS A

Form 4 July 28, 2010

FORM 4

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

OMB 3235-0287 Number:

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

See Instruction 1(b).

(Print or Type Responses)

1. Name and Add	~	_	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. Date of Earliest Transaction	(Check all applicable)			
3000 TAFT S	TREET		(Month/Day/Year) 06/01/2010	_X_ Director _X_ 10% Owner _X_ Officer (give title Other (specify below) COB and CEO			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
HOLLYWOO	DD, FL 3302	1	Filed(Month/Day/Year)	Applicable Line) _X_ 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. Transactio Code (Instr. 8)	4. Securities nAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price	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)					
Common Stock				() ()	244,691 <u>(6)</u>	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
Common Stock	07/13/2010	G	V	2,600	D	\$ 0	49,731 (5)	I	Owned by Charitable Foundation
Class A Common Stock							16,468 <u>(5)</u>	I	Owned by Charitable Foundation

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Tit	le and	8. Price of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amou	ınt of	Derivative	1
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Unde	rlying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Ī
	Derivative				Securities			(Instr	. 3 and 4)		(
	Security				Acquired						į
					(A) or						
					Disposed						
					of (D)						-
					(Instr. 3,						
					4, and 5)						
									A mannt		
									Amount		
						Date	Expiration	T:41-	or Namel		
						Exercisable	Date		Number of		
				Code V	(A) (D)						
				Code V	(A) (D)				Shares		

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

MENDELSON LAURANS A
3000 TAFT STREET X X X COB and CEO
HOLLYWOOD, FL 33021

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
 (1) 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.
- (6) 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.
- (7) 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.

Reporting Owners 3