

MENDELSON ERIC A  
Form 4/A  
January 11, 2013

**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 ERIC A

(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)  
12/20/2012

4. If Amendment, Date Original Filed(Month/Day/Year)  
12/21/2012

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Co- 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 (A) or (D) Price   |   |  |   |
| Common Stock                    | 12/26/2012                           |  | G                              | V 1,502 D \$ 0  | 356,852 <sup>(1)</sup>  | D  |   |
| Common Stock                    | 12/28/2012                           |  | G                              | V 117,066 D \$ 0  | 239,786 <sup>(1)</sup>  | D  |   |
| Class A Common Stock            |                                      |  |                                |   | 138,488 <sup>(1)</sup>  | D  |   |
| Common Stock                    |                                      |  |                                |   | 6,238 <sup>(2)</sup>  | I  | By Keough Account                                     |
| Class A Common                  | 12/20/2012                           |  | P                              | 1,300 A \$ 31.1109  | 2,256 <sup>(2)</sup>  | I  | By Keough Account                                     |

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|                      |            |  |     |         |   |      |         |   |                                     |
|----------------------|------------|--|-----|---------|---|------|---------|---|-------------------------------------|
| Stock                |            |  |     |         |   |      |         |   |                                     |
| Common Stock         | 12/28/2012 |  | G V | 117,066 | A | \$ 0 | 117,066 | I | By Trusts <sup>(3)</sup>            |
| Class A Common Stock |            |  |     |         |   |      | 125,212 | I | Owned by Corporation <sup>(4)</sup> |
| Common Stock         |            |  |     |         |   |      | 160,858 | I | Owned by Partnership <sup>(5)</sup> |
| Common Stock         |            |  |     |         |   |      | 1,853   | I | As custodian for minor children     |
| Class A Common Stock |            |  |     |         |   |      | 2,134   | I | As custodian for minor children     |
| Common Stock         |            |  |     |         |   |      | 42,079  | I | By 401(k) <sup>(6)</sup>            |
| Class A Common Stock |            |  |     |         |   |      | 39,067  | I | By 401(k) <sup>(6)</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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported 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<br>825 BRICKELL BAY DRIVE, SUITE 1644<br>MIAMI, FL 33131 | X             |           | Co- President |       |

## Signatures

Eric A  
Mendelson 01/11/2013

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) Amount of Securities beneficially owned by the Reporting Person and previously reported as direct ownership has been amended to exclude 6,238 shares of Common Stock and 956 shares of Class A Common Stock held by the Reporting Person's Keough Account and now included in amounts as set forth in (2) below.
  - (2) Amounts of Securities beneficially owned by the Reporting Person includes 6,238 shares of Common Stock and 956 shares of Class A Common Stock held by the Reporting Person's Keough Account and previously reported as direct ownership as noted in (1) above.
  - (3) Represents shares gifted by the Reporting Person to trusts for the benefit of the Reporting Person's immediate family members and whose Trustee is the Reporting Person.
  - (4) Represents shares owned by Mendelson International Corporation whose stock is owned by the Reporting Person and Victor Mendelson, the brother of the Reporting Person.
  - (5) Represents shares owned by EAM Management Limited Partners, a partnership whose sole general partner is a corporation controlled by the Reporting Person.
  - (6) Represents shares held for the benefit of the Reporting Person by the HEICO Corporation 401(k), based on a plan statement dated December 20, 2012.

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.