

MENDELSON ERIC A

Form 4

October 19, 2011

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(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)
10/17/2011

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) 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	10/17/2011		M		7,813	A	\$ 7.4357
Common Stock	10/17/2011		M		70,313	A	\$ 7.5054
Common Stock	10/17/2011		M		109,375	A	\$ 5.0443
Common Stock	10/17/2011		M		74,219	A	\$ 5.0037
Common Stock	10/17/2011		F		109,243	D	\$ 53.48

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Class A Common Stock	86,193	D	
Class A Common Stock	100,170	I	Owned by Corporation (1)
Common Stock	128,687	I	Owned by Partnership (2)
Common Stock	1,483	I	As custodian for minor children
Class A Common Stock	1,708	I	As custodian for minor children
Common Stock	33,464	I	By 401(k) (3)
Class A Common Stock	30,978	I	By 401(k) (3)

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 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 or Number of Shares
Option (right to purchase common stock)	\$ 7.4357	10/17/2011		M		7,813		<u>(4)</u>	06/17/2012	Common Stock	7,813

Option (right to purchase common stock)	\$ 7.5054	10/17/2011	M	70,313	<u>(4)</u>	06/17/2012	Common Stock	70,313
Option (right to purchase common stock)	\$ 5.0443	10/17/2011	M	109,375	<u>(4)</u>	03/17/2013	Common Stock	109,375
Option (right to purchase common stock)	\$ 5.0037	10/17/2011	M	74,219	<u>(4)</u>	03/17/2013	Common Stock	74,219

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MENDELSON ERIC A 825 BRICKELL BAY DRIVE, SUITE 1644 MIAMI, FL 33131	X		Co- President	

Signatures

Eric A
Mendelson 10/18/2011

 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 Victor Mendelson, the brother of the Reporting Person.
- (2) Represents shares owned by EAM 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 October 17, 2011.
- (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) 381,250 shares of Common Stock and 39,064 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. 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.