HEICO CORP Form 5/A February 11, 2015

FORM 5

OMB UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer Harlow William S Symbol HEICO CORP [HEI, HEI.A] (Check all applicable) (First) (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (Month/Day/Year) Director 10% Owner X _ Officer (give title Other (specify 10/31/2014 below) below) 3000 TAFT STREET **VP-Acquisitions** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) 11/13/2014 HOLLYWOOD,, FLÂ 33021 _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 2. Transaction Date 2A. Deemed 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction Acquired (A) or Securities Form: Direct Indirect Beneficially Beneficial (Instr. 3) Code Disposed of (D) (D) or (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8) Owned at end Indirect (I) Ownership of Issuer's (Instr. 4) (Instr. 4) (A) Fiscal Year or (Instr. 3 and 4) (D) Amount Price Common By 401(k) Â Â Â Â Â Â 832 I Stock Class A

Â

Â

Â

Common

Common

Stock

Stock

Class A

Common

Â

Â

Â

Â

Â

Â

Â

Â

Â

Â

Â

Â

Â

Â

Â

1.045

1,181

5,479

I

I

I

By 401(k)

By IRA (2)

By IRA (2)

Stock

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 2270 (9-02)

De

(Ir

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	6. Date Exercisable and Expiration Date (Month/Day/Year) 7. Title and An Underlying Sec (Instr. 3 and 4)		Securities 1	
					of (D) (Instr. 3, 4, and 5)	Date Exercisable	Expiration Date	Title	Amount or Number of
Option (Right to					(A) (D)				Shares
purchase Class A Common Stock)	\$ 24.672	Â	Â	Â	Â	(3)	09/14/2022	Class A Common Stock	6,250

Reporting Owners

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
Harlow William S 3000 TAFT STREET HOLLYWOOD,, FL 33021	Â	Â	VP-Acquisitions	Â			

Signatures

William S.
Harlow

**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 benefit of the Reporting Person by the HEICO Corporation 401(k), based on a plan statement dated October 31, 2014.

Reporting Owners 2

Edgar Filing: HEICO CORP - Form 5/A

- Represents shares held for the benefit of the Reporting Person by an individual IRA account, based on an account statement as of October 31, 2014. This line item was amended to reflect an additional 63 shares of Common Stock and 406 shares of Class A Common Stock acquired pursuant to a dividend reinvestment feature.
- The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate of 6,250 shares of Class A Common (3) Stock at an exercise price of \$24.672 per share, as adjusted for stock splits and stock dividends. These Options become exercisable on various dates and expire on September 14, 2022.

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.