

MENDELSON ERIC A
Form 4/A
January 11, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 ⁽¹⁾	D	
Common Stock	12/28/2012		G	V 117,066 D \$ 0	239,786 ⁽¹⁾	D	
Class A Common Stock					138,488 ⁽¹⁾	D	
Common Stock					6,238 ⁽²⁾	I	By Keough Account
Class A Common	12/20/2012		P	1,300 A \$ 31.1109	2,256 ⁽²⁾	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 ⁽³⁾
Class A Common Stock							125,212	I	Owned by Corporation ⁽⁴⁾
Common Stock							160,858	I	Owned by Partnership ⁽⁵⁾
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) ⁽⁶⁾
Class A Common Stock							39,067	I	By 401(k) ⁽⁶⁾

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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 01/11/2013

 Signature of Date
Reporting Person

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.