

SCHRIESHEIM ALAN
Form 4
May 25, 2012

FORM 4

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

OMB APPROVAL

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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 *
SCHRIESHEIM ALAN

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)
3000 TAFT STREET

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/24/2012

Director 10% Owner
 Officer (give title below) Other (specify below)

HOLLYWOOD, FL 33021

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 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. 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)
Class A Common Stock					2,482 ⁽¹⁾	D	
Common Stock	05/24/2012		M	5,000 A	\$ 0.7886 5,000	D	
Common Stock	05/24/2012		S	5,000 D	\$ 42.4249 0	D	
Class A Common Stock					4,296	I	By estate ⁽²⁾

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 (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 or Amount of Underlying Securities (Instr. 3 and 4)
Option (Right to purchase Common Stock)	\$ 0.7886	05/24/2012		M	5,000	12/15/1985 ⁽³⁾	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHRIESHEIM ALAN 3000 TAFT STREET HOLLYWOOD, FL 33021		X		

Signatures

Alan Schriesheim 05/25/2012
 **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) Includes 496 shares of Class A Common Stock acquired by the Reporting Person on April 25, 2012 upon receipt of shares distributed pursuant to a 5 for 4 stock split.
- (2) Represents shares held by the estate of deceased spouse and includes 859 shares of Class A Common Stock acquired by the Reporting Person on April 25, 2012 upon receipt of shares distributed pursuant to a 5 for 4 stock split.

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- (3) Options expire 180 days following the date the Reporting Person ceases to serve as Director of the Registrant and have been adjusted for a 5 for 4 stock split distributed by the issuer April 2012.

- In addition to these options, the Reporting Person owns directly options entitling the Reporting Person to purchase an aggregate of 79,073 shares of Common Stock and 163,666 shares of Class A Common Stock. These options become exercisable on various dates, expire 180 days following the date the Reporting Person ceases to serve as a Director of the Registrant and have been adjusted for a 5 for 4 stock split distributed by the Issuer April 2012.
- (4)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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