

HEICO CORP  
Form 5  
February 12, 2015

**FORM 5**

**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).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
MENDELSON VICTOR H

(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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
10/31/2014

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)  
Co-President

6. Individual or Joint/Group Reporting

(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)	(A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	Â	Â	Â	Â	Â	Â	285,708 <sup>(1)</sup> <u>(2)</u>	D	Â
Common Stock	04/22/2014	Â	G	431	D	\$ 0	285,277	D	Â
Common Stock	05/28/2014	Â	G	2,797	D	\$ 0	282,480	D	Â
Common Stock	10/28/2014	Â	G	189	D	\$ 0	282,291	D	Â

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Class A Common Stock	Â	Â	Â	Â	Â	Â	140,476 <sup>(1)</sup> <u>(2)</u>	D	Â
Class A Common Stock	Â	Â	Â	Â	Â	Â	156,515	I	Owned by Corporation <sup>(3)</sup>
Common Stock	Â	Â	Â	Â	Â	Â	88,328	I	Owned by Partnership <sup>(4)</sup>
Common Stock	Â	Â	Â	Â	Â	Â	1,439 <sup>(1)</sup> <sup>(2)</sup>	I	As custodian for minor children
Class A Common Stock	Â	Â	Â	Â	Â	Â	8,990 <sup>(1)</sup> <sup>(2)</sup>	I	As custodian for minor children
Common Stock	Â	Â	Â	Â	Â	Â	46,258	I	By 401(k) <sup>(5)</sup>
Class A Common Stock	Â	Â	Â	Â	Â	Â	43,693	I	By 401(k) <sup>(5)</sup>
Common Stock	Â	Â	Â	Â	Â	Â	472 <sup>(1)</sup> <sup>(2)</sup>	I	By Keogh Account
Class A Common Stock	Â	Â	Â	Â	Â	Â	6,115 <sup>(1)</sup> <sup>(2)</sup>	I	By Keogh Account
Common Stock	Â	Â	Â	Â	Â	Â	238,245	I	By Trusts <sup>(6)</sup>
Class A Common Stock	Â	Â	Â	Â	Â	Â	70,248 <sup>(1)</sup> <u>(2)</u>	I	By Trusts <sup>(6)</sup>
Common Stock	Â	Â	Â	Â	Â	Â	14,750	I	By Trusts <sup>(7)</sup>
Class A Common Stock	Â	Â	Â	Â	Â	Â	4,335	I	By Trusts <sup>(7)</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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8.
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)			
				(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to purchase Common Stock)	\$ 16.1751					(8)	09/14/2019	Common Stock	244,141
Option (Right to purchase Common Stock)	\$ 21.4426					(9)	09/13/2020	Common Stock	195,313
Option (Right to purchase Common Stock)	\$ 31.1232					(10)	09/12/2021	Common Stock	156,250
Option (Right to purchase Common Stock)	\$ 41.816					(11)	06/10/2023	Common Stock	62,500
Class A Common Stock	\$ 30.176					(12)	06/10/2023	Class A Common Stock	62,500

## Reporting Owners

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

## Signatures

Victor H. Mendelson  
Date: 02/12/2015

\*\*Signature of  
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).
- The Reporting Person and related entities listed on this ownership form inadvertently provided a greater aggregate beneficial ownership amount of 3,998 shares of Common Stock and 807 shares of Class A Common Stock in prior ownership reports. The aforementioned Common Stock difference consists of overstatements totaling 3,469 shares and 1,001 shares for the Reporting Person's direct ownership and as a custodian for a minor child, respectively, partially offset by an understatement of 472 shares for the Reporting Person's Keogh account. The aforementioned Class A Common Stock difference consists of overstatements totaling 3,364 shares and 180 shares for the Reporting Person's direct ownership and trusts, respectively, partially offset by an understatement of 2,470 shares and 267 shares as a custodian for a minor child and for the Reporting Person's Keogh account, respectively.
- (1) The Reporting Person believes the overstatements and understatements resulted from inadvertently not reporting certain charitable gifts, certain transfers to his trusts and minor children, and other minor clerical errors.
- (2) Represents shares owned by Mendelson International Corporation whose stock is owned solely by the Reporting Person and Eric Mendelson, the brother of the Reporting Person.
- (3) Represents shares owned by VHM Management Limited Partners, a partnership whose sole general partner is a corporation controlled by the Reporting Person.
- (4) 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
- (5) 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.
- (6) Represents shares owned by the Victor H. Mendelson Revocable Investment Trust which is owned solely by the Reporting Person.
- (7) The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate of 244,141 shares of Common Stock at an exercise price of \$16.1751 per share, as adjusted for stock splits and stock dividends. These Options became exercisable on various dates and expire on September 14, 2019.
- (8) The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate of 195,313 shares of Common Stock at an exercise price of \$21.4426 per share, as adjusted for stock splits and stock dividends. These Options become exercisable on various dates and expire on September 13, 2020.
- (9) The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate of 156,250 shares of Common Stock at an exercise price of \$31.1232 per share, as adjusted for stock splits and stock dividends. These Options become exercisable on various dates and expire on September 12, 2021.
- (10) The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate of 62,500 shares of Common Stock at an exercise price of \$41.8160 per share, as adjusted for stock splits and stock dividends. These Options become exercisable on various dates and expire on June 10, 2023.
- (11) The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate of 62,500 shares of Class A Common Stock at an exercise price of \$30.176 per share, as adjusted for stock splits and stock dividends. These Options become exercisable on various dates and expire on June 10, 2023.
- (12)

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.