

SCHRIESHEIM ALAN
Form 4
January 05, 2010

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)
01/04/2010

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)
			Code	V	Amount	(D)	Price
Common Stock	01/04/2010		M		9,059	A	\$ 1.1607
Common Stock	01/04/2010		M		941	A	\$ 1.5402
Common Stock	01/04/2010		S		5,001	D	\$ 45.2786
Common Stock	01/05/2010		S		4,999	D	\$ 44.8958
Class A Common Stock					2,200	I	

By estate
(1)

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

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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. P... Deri... Secu... (Inst...	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to Purchase Common Stock)	\$ 1.1607	01/04/2010		M	9,059	12/15/1984	(2)	Common Stock	9,059
Option (Right to Purchase Common Stock)	\$ 1.5402	01/04/2010		M	941	12/15/1985	(2)	Common Stock	941

Reporting Owners

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

Signatures

Alan Schriesheim 01/05/2010

**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) Amount of securities beneficially owned includes 2,200 Class A Common Stock shares held by the estate of deceased spouse.
- (2) Options expire 180 days following the date the Reporting Person ceases to serve as a Director of the Registrant,

In addition to these options, the Report Person owns directly options entitling the Reporting Person to purchase an aggregate of 40,485 shares of Common Stock and 95,795 shares of Class A Common Stock. These options became exercisable on various dates and expire 180 days following the date the Reporting Person ceases to serve as a Director of the Registrant.

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.