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HEICO CORP Form 4 May 01, 2014 FORM 4 Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b. (Print or Type Response)							
1. Name and Address of Reporting Person MENDELSON LAURANS A	2. Issuer Name and Ticker or Trading Symbol HEICO CORP [HEI, HEI.A]	5. Relationship of Reporting Person(s) to Issuer					
(Last) (First) (Middle) 3000 TAFT STREET	3. Date of Earliest Transaction (Month/Day/Year) 04/30/2014	(Check all applicable) X DirectorX 10% Owner X Officer (give title Other (specify below) COB and CEO					
(Street) HOLLYWOOD, FL 33021	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City) (State) (Zip)	Table I - Non-Derivative Securities Acq	uired, Disposed of, or Beneficially Owned					
(Instr. 3) any	on Date, if Transactionor Disposed of (D) Code (Instr. 3, 4 and 5) /Day/Year) (Instr. 8) (A) or	5. Amount of Securities6.7. Nature of UndirectBeneficiallyForm:BeneficialOwnedDirect (D)OwnershipFollowing Reportedor Indirect(Instr. 4)Reported(I)Transaction(s)(Instr. 3 and 4)(Instr. 4)					
Common Stock	Code V Amount (D) Price	474,184 D					
Class A Common Stock		193,512 D					
Common 04/30/2014 Stock	S 18,000 D ^{\$} 55.0469	932,381 I Owned by <u>(1)</u>					
Common Stock		681,290 I Owned by (2) (2)					

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Class A Common Stock	571	I	Owned by Partnership
Class A Common Stock	156,515	I	Owned by Corporation (3)
Common Stock	487	Ι	By 401(k)
Class A Common Stock	696	I	By 401(k)
Common Stock	69,650	I	Owned by Charitable Foundation (5)
Class A Common Stock	31,797	I	Owned by Charitable Foundation (5)

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.

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. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address

Relationships

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Other

	Director	10% Owner	Officer
MENDELSON LAURANS 3000 TAFT STREET HOLLYWOOD, FL 33021	A X	Х	COB and CEO
Signatures			
Laurans A.			
Mendelson	05/01/2014		

Explanation of Responses:

**Signature of

Reporting Person

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

Date

- ** 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 owned by LAM Limited Partners, a partnership whose sole general partner is a corporation controlled by Arlene Mendelson, the wife of the Reporting Person.
- (2) Represents shares owned by LAM Alpha Limited Partners, a partnership whose sole general partner is a corporation controlled by the Reporting Person.
- (3) Represents shares owned by Mendelson International Corporation, a corporation of which the Reporting Person is the Chairman of the Board. The Reporting Person disclaims beneficial ownership of securities held by Mendelson International Corporation.
- (4) Represents shares held for the benefit of the Reporting Person by the HEICO Corporation 401(k), based on a plan statement dated April 28, 2014.
- (5) Represents shares owned by the Laurans A. and Arlene H. Mendelson Charitable Foundation, Inc. (the Foundation), a non-profit Charitable Corporation. The Reporting Person disclaims beneficial ownership of securities held by the Foundation.

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.