

MENDELSON VICTOR H  
Form 4  
March 05, 2019

**FORM 4**

**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).

**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 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. Date of Earliest Transaction  
(Month/Day/Year)  
03/01/2019

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 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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	03/01/2019		M		381,470 A \$ 10.9786	D	
Common Stock	03/01/2019		F		177,200 D \$ 93.76	D	
Class A Common Stock						D	
					284,515		
Class A Common Stock					224,785	I	Owned by Corporation (1)
					172,515	I	

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Common Stock						Owned by Partnership <u>(2)</u>
Common Stock		4,762	I			As custodian for children
Class A Common Stock		19,137	I			As custodian for children
Common Stock		92,002	I			By 401(k) <u>(3)</u>
Class A Common Stock		87,118	I			By 401(k) <u>(3)</u>
Common Stock		921	I			By Keogh Account
Class A Common Stock		16,135	I			By Keogh Account
Common Stock		465,318	I			By Trusts <u>(4)</u>
Class A Common Stock		137,201	I			By Trusts <u>(4)</u>
Common Stock		28,806	I			By Trusts <u>(5)</u>
Class A Common Stock		8,465	I			By Trusts <u>(5)</u>
Common Stock		1,311	I			By 409A Plan <u>(6)</u>

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	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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Security	(Instr. 3, 4, and 5)			Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
	Code	V	(A) (D)					
Option (Right to purchase Common Stock)	\$ 10.9786	03/01/2019	M	381,470	(7)	09/13/2020	Common Stock	381,470
Option (Right to purchase Common Stock)	\$ 15.9351				(7)	09/12/2021	Common Stock	305,176
Option (Right to purchase Common Stock)	\$ 21.4098				(7)	06/10/2023	Common Stock	122,070
Option (Right to purchase Common Stock)	\$ 29.6704				(7)	06/08/2025	Common Stock	97,656
Option (Right to purchase Common Stock)	\$ 24.9498				(7)	12/14/2025	Common Stock	97,656
Option (Right to purchase Common Stock)	\$ 44.9638				(7)	03/17/2027	Common Stock	195,313
Option (Right to purchase Common Stock)	\$ 70.656				(7)	03/16/2028	Common Stock	125,000
Option (Right to purchase Class A Common Stock)	\$ 15.4501				(7)	06/10/2023	Class A Common Stock	122,070

## 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

/s/ Victor H.  
Mendelson

03/05/2019

\_\_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) 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.
- (2) Represents shares owned by VHM Management Limited Partners, a partnership whose sole general partner is a corporation controlled by the Reporting Person.
- (3) Represents shares held for the benefit of the Reporting Person by the HEICO Corporation 401(k), based on a plan statement dated March 1, 2019.
- (4) 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.
- (5) Represents shares owned by the Victor H. Mendelson Revocable Investment Trust which is owned solely by the Reporting Person.
- (6) Represents shares held for the reporting person by the HEICO Corporation Leadership Compensation Plan (409A Plan).
- (7) These options are exercisable at 20% per year over five years from the date of grant.

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.