

Edgar Filing: MENDELSON ERIC A - Form 4

MENDELSON ERIC A
Form 4
February 28, 2003

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(f) of the Investment Company Act of 1940

Check box if no longer subject to Section 16. Form 4 or Form 5 obligations
may continue. See Instruction 1(b).

1. Name and Address of Reporting Person*

Mendelson	Eric	A.
(Last)	(First)	(Middle)

825 Brickell Bay Drive, 16th Floor

(Street)

Miami	Florida	33131
(City)	(State)	(Zip)

2. Issuer Name and Ticker or Trading Symbol

Heico Corporation "HEI" and "HEI.A"

3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

066-42-0756

4. Statement for Month/Year

02/26/2003

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person to Issuer
(Check all applicable)

Director

10% Owner

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Officer (give title below)

Other (specify below)

Executive Vice President

7. 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 (mm/dd/yy)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	
		Code	V	Amount	or (A) or (D)
Common Stock	2/26/03(1)	T		105(1)	A \$9.51(1)
Class A Common Stock					
Common Stock					
Class A Common Stock					
Common Stock					
Class A Common Stock					
Common Stock					
Common Stock					
Class A Common Stock					

* If the Form is filed by more than one Reporting Person, see Instruction 4(b)(v).
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

(Print or Type Response)

(Over)

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FORM 4 (continued)

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1.	2.	3.	4.	5.	6.	7.
Title of	Conversion or Exercise Price of Derivative Security (Instr. 3)	Transaction Date (Month/Day/Year)	Transaction Code (Instr. 8) Code V	Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) (D)	Date Exercisable and Expiration Date (Month/Day/Year)	Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares

Explanation of Responses:

- (1) These shares were acquired pursuant to the Reporting Person's participation in the HEICO Corporation 401(k) Plan.
- (2) Amount of Securities beneficially owned represents shares held by the Reporting Person as custodian for minor children.

/s/ Eric A. Mendelson

02/28/2003

**Signature of Reporting Person

Date

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed.

If space provided is insufficient, see Instruction 6 for procedure.