

SCHRIESHEIM ALAN
Form 4
March 25, 2011

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)
03/24/2011

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 or Price | | |
| Class A Common Stock | 03/24/2011 | | M | | 15,000 A \$ 0.9286 | 17,163 | D |
| Class A Common Stock | 03/24/2011 | | S | | 5,000 D \$ 42.5798 | 12,163 | D |
| Class A Common Stock | 03/25/2011 | | S | | 12,163 D \$ 42.398 | 0 | D |
| Class A Common Stock | | | | | | 2,750 | 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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(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 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. Amount or Number of Shares |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Option (Right to purchase Class A Common Stock) | \$ 0.9286 | 03/24/2011 | | M | 15,000 | 12/15/1984 (2) | Class A Common Stock | 15,000 |

Reporting Owners

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

Signatures

Alan Schriesheim 03/25/2011
 **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 held by the estate of deceased spouse.
- (2) Options expire 180 days following the date the Reporting Person ceases to serve as Director of the Registrant and have been adjusted for a 5 for 4 stock split distributed by the issuer April 2010.
- (3)

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In addition to these options, the Reporting Person owns directly options entitling the Reporting Person to purchase an aggregate of 91,478 shares of Common Stock and 73,581 shares of Class A Common Stock. These options become exercisable on various dates expire 180 days following the date the Reporting Person ceases to serve as a Director of the Registrant and have been adjusted for a 5 for 4 stock split distributed by the Issuer April 2010.

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.