HEICO CORP
Form 5
December 12, 2016

FORM 5

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).
Form 3 Holdings Reported
Form 4 Transactions Reported

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

ANNUAL 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

1. Name and Address of Reporting Person *
MENDELSON ERIC A

(Last) (First) (Middle)

825 BRICKELL BAY DRIVE, SUITE 1644

(Street)

MIAMI,Â FLÂ 33131

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
HEICO CORP [HEI, HEI.A]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
10/31/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Co-President

6. Individual or Joint/Group Reporting

(check applicable line)

_X_ 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	Â	Â	Â	Â	Â	Â	294,759	D	Â
Class A Common Stock	Â	Â	Â	Â	Â	Â	175,109	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	7,797	I	By Keogh Account
Class A	Â	Â	Â	Â	Â	Â	5,161	I	By Keogh

Common Stock									Account
Common Stock	Â	Â	Â	Â	Â	Â	146,332	I	By Trusts (1)
Class A Common Stock	12/22/2015	Â	G	7,600	D	$ 0	135,515	I	Owned by Corporation (2)
Common Stock	Â	Â	Â	Â	Â	Â	201,072	I	Owned by Partnership (3)
Common Stock	Â	Â	Â	Â	Â	Â	2,316	I	As custodian for minor children
Class A Common Stock	Â	Â	Â	Â	Â	Â	2,667	I	As custodian for minor children
Common Stock	Â	Â	Â	Â	Â	Â	56,502	I	By 401(k) (4)
Class A Common Stock	Â	Â	Â	Â	Â	Â	53,690	I	By 401(k) (4)
Class A Common Stock	Â	Â	Â	Â	Â	Â	3,594	I	By 409A Plan (5)

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)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to	$ 16.1751	Â	Â	Â	Â	Â	Â (6)	09/14/2019	Common Stock	244,141

purchase Common Stock)										
Option (Right to purchase Common Stock)	$ 21.4426	Â	Â	Â	Â	Â	Â (7)	09/13/2020	Common Stock	195,313
Option (Right to purchase Common Stock)	$ 31.1232	Â	Â	Â	Â	Â	Â (8)	09/12/2021	Common Stock	156,250
Option (Right to purchase Common Stock)	$ 41.816	Â	Â	Â	Â	Â	Â (9)	06/10/2023	Common Stock	62,500
Option (Right to purchase Common Stock)	$ 57.95	Â	Â	Â	Â	Â	Â (10)	06/08/2025	Common Stock	50,000
Option (Right to purchase Common Stock)	$ 48.73	Â	Â	Â	Â	Â	Â (10)	12/14/2025	Common Stock	50,000
Option (Right to purchase Class A Common Stock)	$ 30.176	Â	Â	Â	Â	Â	Â (11)	06/10/2023	Class A Common Stock	62,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MENDELSON ERIC A 825 BRICKELL BAY DRIVE, SUITE 1644 MIAMI,Â FLÂ 33131	Â X	Â	Â Co-President	Â

Signatures

/s/ Eric A. Mendelson	12/12/2016
**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 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.

(2) Represents shares owned by Mendelson International Corporation whose stock is owned solely by the Reporting Person and Victor Mendelson, the brother of the Reporting Person.

(3) Represents shares owned by EAM Management Limited Partners, a partnership whose sole general partner is a corporation controlled by the Reporting Person.

(4) Represents shares held for the benefit of the Reporting Person by the HEICO Corporation 401(k), based on a plan statement dated October 31, 2016

(5) Represents shares held for the Reporting Person by the HEICO Leadership Compensation Plan (409A Plan).

(6) The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate of 244,141 shares of Common Stock at an exercise price of $16.1751 per share, as adjusted for stock splits and stock dividends. These Options become exercisable on various dates and expire on September 14, 2019.

(7) The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate of 195,313 shares of Common Stock at an exercise price of $21.4426 per share, as adjusted for stock splits and stock dividends. These Options become exercisable on various dates and expire on September 13, 2020.

(8) The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate of 156,250 shares of Common Stock at an exercise price of $31.1232 per share, as adjusted for stock splits and stock dividends. These Options become exercisable on various dates and expire on September 12, 2021.

(9) The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate of 62,500 shares of Common Stock at an exercise price of $41.8160 per share, as adjusted for stock splits and stock dividends. These Options become exercisable on various dates and expire on June 10, 2023.

(10) These Options become exercisable 20% per year over five years from the date of Grant.

(11) The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate of 62,500 shares of Class A Common Stock at an exercise price of $30.1760 per share, as adjusted for stock splits and stock dividends. These Options become exercisable on various dates and expire on June 10, 2023.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure.
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