

IRWIN THOMAS S  
Form 4  
December 14, 2012

**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 \*  
IRWIN THOMAS S

(Last) (First) (Middle)  
3000 TAFT STREET  
(Street)

HOLLYWOOD, FL 33021

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/12/2012

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)  
Sr Exec VP

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                                                                               |                                                          |                                   |
| Class A Common Stock            | 12/12/2012                           |                                                    | M                              |                                                                   | \$ 1,055 2.8672                                                                               | D                                                        |                                   |
| Class A Common Stock            | 12/12/2012                           |                                                    | M                              |                                                                   | \$ 2,788 4.0345                                                                               | D                                                        |                                   |
| Class A Common Stock            | 12/12/2012                           |                                                    | M                              |                                                                   | \$ 2.816 23,311                                                                               | D                                                        |                                   |
| Class A Common                  | 12/12/2012                           |                                                    | M                              |                                                                   | \$ 4.003 29,312                                                                               | D                                                        |                                   |

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|                      |            |  |   |        |   |           |                       |   |                                   |
|----------------------|------------|--|---|--------|---|-----------|-----------------------|---|-----------------------------------|
| Stock                |            |  |   |        |   |           |                       |   |                                   |
| Class A Common Stock | 12/12/2012 |  | F | 8,331  | D | \$ 34.44  | 20,981                | D |                                   |
| Common Stock         | 12/12/2012 |  | M | 27,864 | A | \$ 4.0354 | 64,015 <sup>(3)</sup> | D |                                   |
| Common Stock         | 12/12/2012 |  | M | 60,029 | A | \$ 4.003  | 124,044               | D |                                   |
| Common Stock         | 12/12/2012 |  | F | 37,186 | D | \$ 43.53  | 86,858                | D |                                   |
| Common Stock         |            |  |   |        |   |           | 106,585               | I | Irwin Family Trust <sup>(1)</sup> |
| Class A Common Stock |            |  |   |        |   |           | 65,786                | I | 401(k) Plan <sup>(2)</sup>        |
| Common Stock         |            |  |   |        |   |           | 70,116                | I | 401(k) Plan <sup>(2)</sup>        |

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) |
|-------------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|
|                                                 |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Option (right to purchase Class A Common Stock) | \$ 2.8672                                              | 12/12/2012                           |                                                    | M                              | 1,055 <sup>(4)</sup>                                                                    | 03/17/2008 03/17/2013                                    | Class A Common Stock 1,055                                    |
|                                                 | \$ 4.0354                                              | 12/12/2012                           |                                                    | M                              |                                                                                         | 03/17/2008 03/17/2013                                    | 2,788                                                         |

|                                                                |           |            |   |  |                      |            |            |                            |        |
|----------------------------------------------------------------|-----------|------------|---|--|----------------------|------------|------------|----------------------------|--------|
| Option<br>(right to<br>purchase<br>Class A<br>Common<br>Stock) |           |            |   |  | 2,788<br><u>(4)</u>  |            |            | Class A<br>Common<br>Stock |        |
| Option<br>(right to<br>purchase<br>Class A<br>Common<br>Stock) | \$ 2.816  | 12/12/2012 | M |  | 9,688<br><u>(4)</u>  | 03/17/2008 | 03/17/2013 | Class A<br>Common<br>Stock | 9,688  |
| Option<br>(right to<br>purchase<br>Class A<br>Common<br>Stock) | \$ 4.003  | 12/12/2012 | M |  | 6,001<br><u>(4)</u>  | 03/17/2008 | 03/17/2013 | Class A<br>Common<br>Stock | 6,001  |
| Option<br>(right to<br>purchase<br>Common<br>Stock)            | \$ 4.0354 | 12/12/2012 | M |  | 27,864<br><u>(4)</u> | 03/17/2008 | 03/17/2013 | Common<br>Stock            | 27,864 |
| Option<br>(right to<br>purchase<br>Common<br>Stock)            | \$ 4.003  | 12/12/2012 | M |  | 60,029<br><u>(4)</u> | 03/17/2008 | 03/17/2013 | Common<br>Stock            | 60,029 |

## Reporting Owners

| Reporting Owner Name / Address                            | Relationships |           |            |       |
|-----------------------------------------------------------|---------------|-----------|------------|-------|
|                                                           | Director      | 10% Owner | Officer    | Other |
| IRWIN THOMAS S<br>3000 TAFT STREET<br>HOLLYWOOD, FL 33021 |               |           | Sr Exec VP |       |

## Signatures

Thomas S. Irwin                      12/14/2012  
 \_\_Signature of                      Date  
 Reporting Person

## 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)

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Represents shares held in the Irwin Family Irrevocable Trust (the Trust) whose trustee is Carrie Irwin, the Reporting Person's daughter and includes 21,317 shares of Common Stock acquired on April 25, 2012 upon receipt of shares distributed by Issuer pursuant to a 5 for 4 stock split.

- (2) Represents shares held for the benefit of the Reporting Person by the HEICO Corporation 401(k) Plan based on a plan statement dated December 12, 2012 as adjusted for stock dividends and stock splits.
- (3) Includes 1956 shares of Class A Common Stock and 7,229 shares of Common Stock acquired on April 25, 2012 upon receipt of shares distributed by the Issuer pursuant to a 5 for 4 stock split.
- (4) As adjusted for stock dividends and stock splits.

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

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