

MAYRHUBER WOLFGANG  
Form 4  
September 14, 2011

**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 \*  
MAYRHUBER WOLFGANG

(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)  
09/12/2011

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)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	09/12/2011		M		15,625 A \$ 8.5527	27,733 <sup>(1)</sup>	D
Common Stock	09/12/2011		F		6,603 D \$ 48.63	21,130	D
Class A Common Stock	09/12/2011		M		1,563 A \$ 8.5527	17,078 <sup>(2)</sup>	D
Class A Common Stock	09/12/2011		F		731 D \$ 34.76	16,347	D
Common						2,051	I By 409A Plan

Stock						(3)
Class A Common Stock				8,093	I	By 409A Plan (3)
Class A Common Stock				3,446	I	By Non-Qualified Deferred Compensation Plan (4)

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Option (right to purchase Common Stock)	\$ 8.5527	09/12/2011		M	15,625	09/17/2001 09/17/2011	Common Stock	15,625	
Option (right to purchase Class A Common Stock)	\$ 8.5527	09/12/2011		M	1,563	09/17/2001 09/17/2011	Class A Common Stock	1,563	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	X			

MAYRHUBER WOLFGANG  
3000 TAFT STREET  
HOLLYWOOD, FL 33021

## Signatures

Wolfgang  
Mayrhuber

09/14/2011

\*\*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) Includes an aggregate of 2,421 shares of Common Stock acquired by the Reporting Person on April 26, 2011 upon receipt of shares distributed by the Issuer pursuant to a 5 for 4 stock split.
  - (2) Includes an aggregate of 3,103 of Class A Common Stock acquired by the Reporting Person on April 26, 2011 upon receipt of shares distributed by the Issuer pursuant to a 5 for 4 stock split.  
  
Represents shares held for the Reporting Person by the HEICO Corporation Leadership Compensation Plan (409A Plan) and includes 410 shares of Common Stock and 1,618 shares of Class A Common Stock acquired by the Reporting Person on April 26, 2011 upon receipt of shares distributed by the Issuer pursuant to a 5 for 4 split.
  - (3) Represents shares held for the Reporting Person by the HEICO Corporation Leadership Compensation Plan (409A Plan) and includes 410 shares of Common Stock and 1,618 shares of Class A Common Stock acquired by the Reporting Person on April 26, 2011 upon receipt of shares distributed by the Issuer pursuant to a 5 for 4 split.
  - (4) Represents shares held for the Reporting Person by the HEICO Deferred Compensation Plan, a non-qualified deferred compensation plan, and includes 689 shares of Common Stock acquired by the Reporting Person on April 26, 2011 upon receipt of shares distributed by the Issuer pursuant to a 5 for 4 split.

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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