

MENDELSON VICTOR H
Form 4
January 03, 2007

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 *
MENDELSON VICTOR H

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)
825 S. BRICKELL BAY
DRIVE, 16TH FLOOR

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/28/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
Executive Vice President

MIAMI, FL 33131

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 (A) or (D) Price			
Common Stock	12/26/2006		G	V 1,165 D \$ 0	179,346	D	
Class A Common Stock	12/28/2006		S	9,200 D \$ 32.39	77,409	I	Owned by Corporation (1)
Common Stock	12/28/2006		G	V 285 D \$ 0	179,061	D	
Class A Common Stock	12/29/2006		S	2,300 D \$ 32.89	75,109	I	Owned by Corporation (1)
	01/03/2007		S	5,400 D	69,709	I	

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Class A Common Stock	\$ 32.67			Owned by Corporation (1)
Common Stock		157,282	I	Owned by Corporation (1)
Common Stock		36,180	I	Owned by Partnership (2)
Common Stock		1,000	I	As custodian for minor children
Class A Common Stock		1,110	I	As custodian for minor children
Common Stock		16,498	I	By 401(k) (3)
Class A Common Stock		15,522	I	By 401(k) (3)
Class A Common Stock		33,966	D	

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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

