

HEICO CORP
Form 4/A
January 28, 2014

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 *
SCHRIESHEIM ALAN

(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)
01/07/2014

4. If Amendment, Date Original Filed(Month/Day/Year)
01/09/2014

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		
Class A Common Stock	01/07/2014		S ⁽¹⁾		2,000 D \$ 42.1002	24,434	D
Class A Common Stock	01/08/2014		S		2,000 D \$ 41.5193	22,434	D
Common Stock						3,250	I By 409A Plan ⁽²⁾
Class A Common Stock						5,370	I By Estate ⁽³⁾

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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. Number of Derivative Securities Owned Following Transaction (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

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

Signatures

/s/ ALAN
SCHRIESHEIM 01/28/2014

**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).
- As previously reported on January 6, 2014, the Reporting Person's January 2, 2014 sale of 1,784 shares of HEICO Class A Common Stock was matched under Section 16(b) of the Securities Exchange Act of 1934, with the Reporting Person's purchase of 1,784 shares of HEICO Class A Common Stock on October 29, 2013. Subsequent to the January 2, 2014 sale, the Reporting Person transacted additional sales of HEICO Class A Common Stock resulting in the Reporting Person paying HEICO the incremental profit realized in the subsequent short-swing transactions based on the highest per share sales price, which was realized in the transaction reported on this Form 4/A.
- (1) Represents shares held for the Reporting Person by the HEICO Corporation Leadership Compensation Plan (409A Plan).
 - (2) Represents shares held by the estate of deceased spouse.

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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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