

HEICO CORP
Form 4
March 09, 2006

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

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

(Last) (First) (Middle)

**825 S. BRICKELL BAY
DRIVE, SUITE 1643**

(Street)

MIAMI 33131

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/07/2006

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)

Executive Vice President

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	03/07/2006		M		31,200	A	\$ 3.8175	35,133	D
Class A Common Stock	03/07/2006		M		24,664	A	\$ 6.3749	59,797	D
Class A Common Stock	03/07/2006		M		3,136	A	\$ 6.3366	62,933	D
Class A Common	03/07/2006		S		59,000	D	\$ 27	3,933	D

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Stock			
Common Stock	78,965	D	
Class A Common Stock	147,409	I	Owned by Corporation ⁽¹⁾
Common Stock	157,282	I	Owned by Corporation ⁽¹⁾
Common Stock	82,360	I	Owned by Partnership ⁽²⁾
Common Stock	950	I	As custodian for minor children
Class A Common Stok	1,094	I	As custodian for minor children
Common Stock	19,927	I	By 401(k) ⁽³⁾
Class A Common Stock	18,929	I	By 401(k) ⁽³⁾

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Option (right to	\$ 3.8175	03/07/2006		M	31,200	03/19/1996 03/19/2006	Class A Common 31,200

purchase
Class A
Common
Stock)

Stock

Option
(right to
purchase
Class A
Common
Stock)

\$ 6.3749 03/07/2006

M

24,664 03/19/1996 03/19/2006

Class A
Common
Stock

24,664

Option
(right to
purchase
Class A
Common
Stock)

\$ 6.3366 03/07/2006

M

3,136 03/19/1996 03/19/2006

Class A
Common
Stock

3,136

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MENDELSON ERIC A
825 S. BRICKELL BAY DRIVE
SUITE 1643
MIAMI 33131

X

Executive Vice President

Signatures

Eric A.
Mendelson

03/08/2006

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 owned by Mendelson International Corporation whose stock is owned solely by the Reporting Person and Victor Mendelson, the brother of the Reporting Person.
- (2) Represents shares owned by EAM Management Limited Partners, a partnership whose sole general partner is a corporation controlled by the Reporting Person.
- (3) Represents shares held for the benefit of the Reporting Person by the HEICO Corporation 401(k), based on a plan statement dated March 7, 2006.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.