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IRWIN THOMAS S Form 4 February 28, 2003

[] Director

U.S. SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

	the Public Utility Holding 30(f) of the Investment Com		
[_] Check box if no lor may continue. See		. Form 4 or Form 5 obligati	ons
1. Name and Address of	f Reporting Person*		
Irwin	Thomas	s.	
(Last)	(First)	(Middle)	
	1782 Bay Drive		
	(Street)		
Pompano Beach	Florida	33062	
(City)	(State)	(Zip)	
2. Issuer Name and Tio	cker or Trading Symbol		
Heico Corporation	"HEI" and "HEI.A"		
3. IRS Identification	Number of Reporting Person	n, if an Entity (Voluntary)	
	136-38-6648		
4. Statement for Month	n/Year		
	02/26/2003		
5. If Amendment, Date	of Original (Month/Year)		
6. Relationship of Rep	porting Person to Issuer ole)		

[] 10% Owner

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[X] Officer (give title below)	[_]	Other (speci	fy below)		
Executive Vice President, Chief Finan	cial Officer			-	
7. Individual or Joint/Group Filing	(Check applic	cable line)			
[X] Form filed by one Reporting [_] Form filed by more than one		cson		-	
Table I Non-Derivative or Benef	Securities Acciding Owned	quired, Dispos	ed of,		
		3. Transaction	4. Securities Acqu Disposed of (D) (Instr. 3, 4 an	ired d 5)	
1. Title of Security	2. Transaction Date	Code (Instr. 8)		(A)	
(Instr. 3)		Code V		(D)	
Common Stock			105(1)		
Class A Common Stock					
Common Stock					
Class A Common Stock				=====	
* If the Form is filed by more tha	n one Report:	ing Person,	see Instruction		
4(b)(v). Reminder: Report on a separate line owned directly or indirectly.	for each class	s of securiti	es beneficially		
(Print or	Type Response	e)	(Over)		
			Page 1 of 2		
FORM 4 (continued)					
Table II Derivative Securities Acqueece.g., puts, calls, warrants	, options, cor	nvertible secu	rities)		

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	2.								,
	Conver-			5.				7.	•
	sion			Number	r of			Title and	d Amount
	or			Deriva	ative	6.		of Underl	lying
	Exer-		4.	Secur:	ities	Date		Securitie	es
	cise	3.	Trans-	Acqui	red (A)	Exercisa	able and	(Instr. 3	3 and 4)
	Price	Trans-	action	or Dia	sposed	Expirati	ion Date		
1.	of	action	Code	of(D)		(Month/D	Day/Year)		Amount
Title of	Deriv-	Date	(Instr.	(Inst	c. 3,				or
Derivative	ative	(Month/	8)	4 and	5)	Date	Expira-		Number
Security	Secur-	Day/				Exer-			of
(Instr. 3)	ity	Year)	Code V	(A)	(D)	cisable	Date	Title	Shares
									1
									7

Explanation of Responses:

(1) These shares were acquired pursuant to the Reporting Person's participation in the HEICO Corporation 401(k) Plan.

/s/ Thomas S. Irwin	02/28/2003
**Signature of Reporting Person	Date

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed.

If space provided is insufficient, see Instruction 6 for procedure.

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