

MENDELSON LAURANS A
Form 4
December 15, 2004

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 LAURANS A

(Last) (First) (Middle)
825 S. BRICKELL BAY DRIVE,
SUITE 1643
(Street)

MIAMI, FL 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)
12/13/2004

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)
CEO, COB and 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/13/2004		M		48,828	A	\$ 1.44
Class A Common Stock	12/13/2004		M		98,482	A	\$ 1.44
Class A Common Stock	12/13/2004		F		13,346	D	\$ 15.94
Common Stock					602,384	I	

Owned by Partnership
(1)

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Class A Common Stock	222,247	I	Owned by Partnership (1)
Common Stock	279,058	I	Owned by Partnership (2)
Class A Common Stock	105,105	I	Owned by Partnership (2)
Common Stock	157,282	I	Owned by Corporation (3)
Class A Common Stock	147,409	I	Owned by Corporation (3)
Common Stock	25,272	I	By 401(k) (4)
Common Stock	24,320	I	By 401(k) (4)
Common Stock	45,441	I	Owned by Corporation (5)
Class A Common Stock	16,319	I	Owned by Corporation (5)

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Option (right to purchase Common Stock)	\$ 1.44	12/13/2004	M	48,828	12/16/1994	12/16/2004	Common Stock	48,828
Option (right to purchase Class A Common Stock)	\$ 1.44	12/13/2004	M	98,482	12/16/1994	12/16/2004	Class A Common Stock	98,482

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MENDELSON LAURANS A 825 S. BRICKELL BAY DRIVE, SUITE 1643 MIAMI, FL 33131	X	X	CEO, COB and President	

Signatures

/s/ Laurans A.
Mendelson

12/15/2004

**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 LAM Limited Partners, a partnership whose sole general partner is a corporation controlled by Arlene Mendelson, the wife of the Reporting Person.
- (2) Represents shares owned by LAM Alpha Limited Partners, a partnership whose sole general partner is a corporation controlled by the Reporting Person.
- (3) Represents shares owned by Mendelson International Corporation, a corporation of which the Reporting Person is the Chairman of the Board. The Reporting Person disclaims beneficial ownership of securities held by Mendelson International Corporation.
- (4) Represents shares held for the benefit of the Reporting Person by the HEICO Corporation 401(k), based on a plan statement dated December 12, 2004.
- (5) Represents shares owned by the Laurans A. and Arlene H. Mendelson Charitable Foundation, Inc. (the Foundation), a non-profit Charitable Corporation. The Reporting Person disclaims beneficial ownership of securities held by the Foundation.

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.