

HEICO CORP

Form 4

January 30, 2017

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 *
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)
01/26/2017

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)

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)
Common Stock	01/26/2017		M	V Amount (A) or (D) Price 1,731 A \$ 0.6309	1,731	D	
Class A Common Stock	01/26/2017		M	1,305 A \$ 0.4754	1,305	D	
Common Stock					4,575	I	By 409A Plan ⁽¹⁾
Class A Common Stock					2,083	I	By 409A Plan ⁽¹⁾
Class A					5,370	I	By Estate

Common
Stock

(2)

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)		8. Pri Deriv Secur (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option (Right to purchase Common Stock)	\$ 0.6309	01/26/2017		M	1,731	(3)	(3)	Common Stock	1,731	\$
Option (Right to purchase Common Stock)	\$ 1.1158					(4)	(4)	Common Stock	98,841	
Option (Right to purchase Class A Common Stock)	\$ 0.4754	01/26/2017		M	1,305	(5)	(5)	Class A Common Stock	1,305	\$
Option (Right to purchase Class A Common Stock)	\$ 0.6309					(6)	(6)	Class A Common Stock	81,839	
Option (Right to	\$ 1.1158					(7)	(7)	Class A Common	61,876	

purchase
Class A
Common
Stock)

Stock

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 01/30/2017

Signature of Date
Reporting Person

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 held for the Reporting Person by the HEICO Corporation Leadership Compensation Plan (409A Plan).
- (2) Represents shares held by the estate of deceased spouse.
- (3) The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate 59,159 shares of Common Stock at an exercise price of \$.6309 per share, as adjusted for stock splits and stock dividends. These options became exercisable on various dates and expire 180 days followed the date the Reporting Person ceases to serve as a Director of the Registrant.
- (4) The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate 98,841 shares of Common Stock at an exercise price of \$1.1158 per share, as adjusted for stock splits and stock dividends. These options became exercisable on various dates and expire 180 days followed the date the Reporting Person ceases to serve as a Director of the Registrant.
- (5) The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate 18,916 shares of Class A Common Stock at an exercise price of \$.4754 per share, as adjusted for stock splits and stock dividends. These options became exercisable on various dates and expire 180 days followed the date the Reporting Person ceases to serve as a Director of the Registrant.
- (6) The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate 81,839 shares of Class A Common Stock at an exercise price of \$.6309 per share, as adjusted for stock splits and stock dividends. These options became exercisable on various dates and expire 180 days following the date the Reporting Person ceases to serve as a Director of the Registrant.
- (7) The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate 61,876 shares of Class A Common Stock at an exercise price of \$1.1158 per share, as adjusted for stock splits and stock dividends. These options became exercisable on various dates and expire 180 days following the date the Reporting Person ceases to serve as a Director of the Registrant.

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.