

HEICO CORP
Form 4
March 20, 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
Number: 3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MENDELSON VICTOR H

(Last) (First) (Middle)

825 BRICKELL BAY DRIVE,
SUITE 1644

(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)

03/17/2017

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)

Co-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	(D)	Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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SEC 1474
(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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount of Number of Shares
			Code	V	(A)	(D)			
Option (Right to purchase Common Stock)	\$ 16.1751						<u>(1)</u>	09/14/2019	Common Stock 244,141
Option (Right to purchase Common Stock)	\$ 21.4426						<u>(2)</u>	09/13/2020	Common Stock 195,313
Option (Right to purchase Common Stock)	\$ 31.1232						<u>(3)</u>	09/12/2021	Common Stock 156,250
Option (Right to purchase Common Stock)	\$ 41.816						<u>(4)</u>	06/10/2023	Common Stock 62,500
Option (Right to purchase Common Stock)	\$ 57.95						<u>(5)</u>	06/08/2025	Common Stock 50,000
Option (Right to purchase Common Stock)	\$ 48.73						<u>(6)</u>	12/14/2025	Common Stock 50,000
Option (Right to purchase Class A Common Stock)	\$ 30.176						<u>(7)</u>	06/10/2023	Class A Common Stock 62,500
Option (Right to purchase Common Stock)	\$ 87.82	03/17/2017		A	100,000		<u>(8)</u>	03/17/2027	Common Stock 100,000

Stock)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MENDELSON VICTOR H 825 BRICKELL BAY DRIVE, SUITE 1644 MIAMI, FL 33131	X		Co-President	

Signatures

/s/ Victor H. Mendelson 03/20/2017

__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) The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate of 244,141 shares of Common Stock at an exercise price of \$16.1751 per share, as adjusted for stock splits and stock dividends. These Options became exercisable on various dates and expire on September 14, 2019.

(2) The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate of 195,313 shares of Common Stock at an exercise price of \$21.4426 per share, as adjusted for stock splits and stock dividends. These Options become exercisable on various dates and expire on September 13, 2020.

(3) The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate of 156,250 shares of Common Stock at an exercise price of \$31.1232 per share, as adjusted for stock splits and stock dividends. These Options become exercisable on various dates and expire on September 12, 2021.

(4) The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate of 62,500 shares of Common Stock at an exercise price of \$41.8160 per share, as adjusted for stock splits and stock dividends. These Options become exercisable on various dates and expire on June 10, 2023.

(5) The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate of 50,000 shares of Common Stock at an exercise price of \$57.95 per share, as adjusted for stock splits and stock dividends. These Options become exercisable on various dates and expire on June 8, 2025.

(6) The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate of 50,000 shares of Common Stock at an exercise price of \$48.73 per share, as adjusted for stock splits and stock dividends. These Options become exercisable on various dates and expire on December 14, 2025.

(7) The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate of 62,500 shares of Class A Common Stock at an exercise price of \$30.176 per share, as adjusted for stock splits and stock dividends. These Options become exercisable on various dates and expire on June 10, 2023.

(8) These options become exercisable 20% per year over five years from the date of Grant.

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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