

Walker Steven M  
Form 4  
July 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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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Walker Steven M

(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)

07/19/2017

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

Chief Accounting Officer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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)
Class A Common Stock					1,171 <sup>(1)</sup>	D	
Class A Common Stock	07/19/2017		M	3,000 A	\$ 17.5882	4,171	D
Class A Common Stock	07/20/2017		S	3,000 D	\$ 65.7642	1,171	D
Common Stock					4,699 <sup>(1)</sup>	I	By 401(k) <sup>(2)</sup>

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Class A Common Stock	4,194 <sup>(1)</sup>	I	By 401(k) <u>(2)</u>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 (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. De Se (In
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option (Right to purchase Class A Common Stock)	\$ 17.5882	07/19/2017		M	3,000	(3)	03/28/2021	Class A Common Stock	3,000	
Option (Right to purchase Class A Common Stock)	\$ 19.7376					(3)	09/14/2022	Class A Common Stock	7,813	
Option (Right to purchase Class A Common Stock)	\$ 32.6336					(3)	09/23/2023	Class A Common Stock	7,813	
Option (Right to purchase Class A Common	\$ 38.92					(3)	06/08/2025	Class A Common Stock	6,250	

Stock)

Option  
(Right to

purchase \$ 54.28

Class A

Common

Stock)

(3)

12/12/2026

Class A  
Common 7,500  
Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Walker Steven M 3000 TAFT STREET HOLLYWOOD, FL 33021			Chief Accounting Officer	

## Signatures

/s/ Steven M.                      07/20/2017  
Walker

\_\_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) All shares reflect the impact of a 5-for-4 stock split that was effected on April 19, 2017.
- (2) Represents shares held for the benefit of the Reporting Person by the HEICO Corporation 401(k) based on a plan statement dated July 19, 2017.
- (3) 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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