

Walker Steven M  
 Form 5  
 December 12, 2018

**FORM 5**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

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

2. Issuer Name and Ticker or Trading Symbol  
 HEICO CORP [HEI, HEI.A]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

(Last) (First) (Middle)  
 3000 TAFT STREET  
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 10/31/2018

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

6. Individual or Joint/Group Reporting (check applicable line)

HOLLYWOOD, FL 33021

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) | (A) or (D) | Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
| Class A Common Stock   | ^                                    | ^  | ^                              | ^   | ^          | ^     | 1,828 <sup>(1)</sup>   | D  | ^                                 |
| Common Stock   | ^                                    | ^  | ^                              | ^   | ^          | ^     | 7,511 <sup>(1)</sup>   | I  | By 401(k) <sup>(2)</sup>          |
| Class A Common Stock   | ^                                    | ^  | ^                              | ^   | ^          | ^     | 6,725 <sup>(1)</sup>   | I  | By 401(k) <sup>(2)</sup>          |

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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 2270  
(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. Amount or Number of Shares |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Option (Right to purchase Class A Common Stock) | \$ 11.2565   | Â                                    | Â  | Â                              | Â (A) Â (D) Â (3)   | 03/28/2021   | Class A Common Stock  | 6,575                         |
| Option (Right to purchase Class A Common Stock) | \$ 12.6321   | Â                                    | Â  | Â                              | Â (A) Â (D) Â (3)   | 09/14/2022   | Class A Common Stock  | 12,208                        |
| Option (Right to purchase Class A Common Stock) | \$ 20.8855   | Â                                    | Â  | Â                              | Â (A) Â (D) Â (3)   | 09/23/2023   | Class A Common Stock  | 12,208                        |
| Option (Right to purchase Class A Common Stock) | \$ 24.9088   | Â                                    | Â  | Â                              | Â (A) Â (D) Â (3)   | 06/08/2025   | Class A Common Stock  | 9,766                         |
| Option (Right to purchase Class A Common Stock) | \$ 34.7392   | Â                                    | Â  | Â                              | Â (A) Â (D) Â (3)   | 12/12/2026   | Class A Common Stock  | 11,719                        |

Stock)

Option  
(Right to  
purchase  
Class A  
Common  
Stock)

\$ 62.68     ^

^

^

^

^

^ (3)

06/11/2028

Class A  
Common  
Stock     7,500

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |                                  |       |
|--|---------------|-----------|----------------------------------|-------|
|  | Director      | 10% Owner | Officer                          | Other |
| Walker Steven M<br>3000 TAFT STREET<br>HOLLYWOOD, FL 33021 | ^             | ^         | ^ Chief<br>Accounting<br>Officer | ^     |

## Signatures

/s/ Steven M.  
Walker

12/12/2018

\*\*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 June 28, 2018.
- (2) Represents shares held for the benefit of the Reporting Person by the HEICO Corporation 401(k) based on a plan statement dated October 31, 2018.
- (3) These options are exercisable at 20% per year over five years from the date of grant.

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