

HEICO CORP  
Form 4  
December 13, 2006

**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 VICTOR H

(Last) (First) (Middle)  
825 S. BRICKELL BAY  
DRIVE, 16TH FLOOR  
(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)  
12/11/2006

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)  
Executive Vice 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)
Class A Common Stock				(A) Amount	86,609	I	Owned by Corporation (1)
Common Stock				(A) Amount	157,282	I	Owned by Corporation (1)
Common Stock				(A) Amount	36,180	I	Owned by Partnership (2)
Common Stock				(A) Amount	1,000	I	As custodian for minor

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Class A Common Stock						1,110	I	children As custodian for minor children
Common Stock						16,498	I	By 401(k) (3)
Class A Common Stock						15,522	I	By 401(k) <sup>(3)</sup>
Class A Common Stock	12/11/2006		M	24,664	A	\$ 6.3749	30,830	D
Class A Common Stock	12/11/2006		M	3,136	A	\$ 6.3366	33,966	D
Common Stock	12/11/2006		M	24,750	A	\$ 6.3749	163,976	D
Common Stock	12/11/2006		M	24,750	A	\$ 6.3366	188,726	D
Common Stock	12/11/2006		F	8,215	D	\$ 38.3	180,511	D

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	\$ 6.3749	12/11/2006		M	24,750	12/13/1996	12/13/2006	Common Stock	24,750

