

HEICO CORP  
Form 4  
March 28, 2016

**FORM 4**

**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).

**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 \*  
**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)  
03/24/2016

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)
			Code	V	Amount (A) or (D) Price		
Common Stock	03/24/2016		M		3,000 \$ 0.6309	3,000	D
Common Stock	03/24/2016		S		3,000 \$ 59.3517	0	D
Common Stock						4,575	I By 409A Plan <sup>(1)</sup>
Class A Common Stock						5,370	I By Estate <sup>(2)</sup>

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 (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. Price or Value 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 Stock)	\$ 0.6309	03/24/2016		M	3,000	<u>(3)</u>	<u>(3)</u>	Common Stock	3,000
Option (Right to purchase Common Stock)	\$ 1.1158					<u>(4)</u>	<u>(4)</u>	Common Stock	98,841
Option (Right to purchase Class A Common Stock)	\$ 0.4754					<u>(5)</u>	<u>(5)</u>	Class A Common Stock	20,221
Option (Right to purchase Class A Common Stock)	\$ 0.6309					<u>(6)</u>	<u>(6)</u>	Class A Common Stock	81,839
Option (Right to purchase Class A Common Stock)	\$ 1.1158					<u>(7)</u>	<u>(7)</u>	Class A Common Stock	61,876

# 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 03/28/2016

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) 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.  
The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate 60,890 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 following 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 following 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 20,221 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 following 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.