

MENDELSON VICTOR H
Form 4
March 05, 2019

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
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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)
03/01/2019

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) 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	(A) or (D)	Price		
Common Stock	03/01/2019		M		381,470	A	\$ 10.9786	1,182,736	D
Common Stock	03/01/2019		F		177,200	D	\$ 93.76	1,005,536	D
Class A Common Stock								284,515	D
Class A Common Stock								224,785	I
								172,515	I
									Owned by Corporation <u>(1)</u>

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Common Stock				Owned by Partnership <u>(2)</u>
Common Stock	4,762	I		As custodian for children
Class A Common Stock	19,137	I		As custodian for children
Common Stock	92,002	I		By 401(k) <u>(3)</u>
Class A Common Stock	87,118	I		By 401(k) <u>(3)</u>
Common Stock	921	I		By Keogh Account
Class A Common Stock	16,135	I		By Keogh Account
Common Stock	465,318	I		By Trusts <u>(4)</u>
Class A Common Stock	137,201	I		By Trusts <u>(4)</u>
Common Stock	28,806	I		By Trusts <u>(5)</u>
Class A Common Stock	8,465	I		By Trusts <u>(5)</u>
Common Stock	1,311	I		By 409A Plan <u>(6)</u>

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	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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Security	(Instr. 3, 4, and 5)				Date Exercisable	Expiration Date	Title	Amount or Number of Shares
	Code	V	(A)	(D)				
Option (Right to purchase Common Stock)	\$ 10.9786	03/01/2019	M	381,470	(7)	09/13/2020	Common Stock	381,470
Option (Right to purchase Common Stock)	\$ 15.9351				(7)	09/12/2021	Common Stock	305,176
Option (Right to purchase Common Stock)	\$ 21.4098				(7)	06/10/2023	Common Stock	122,070
Option (Right to purchase Common Stock)	\$ 29.6704				(7)	06/08/2025	Common Stock	97,656
Option (Right to purchase Common Stock)	\$ 24.9498				(7)	12/14/2025	Common Stock	97,656
Option (Right to purchase Common Stock)	\$ 44.9638				(7)	03/17/2027	Common Stock	195,313
Option (Right to purchase Common Stock)	\$ 70.656				(7)	03/16/2028	Common Stock	125,000
Option (Right to purchase Class A Common Stock)	\$ 15.4501				(7)	06/10/2023	Class A Common Stock	122,070

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 03/05/2019

__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 owned by Mendelson International Corporation whose stock is owned solely by the Reporting Person and Eric Mendelson, the brother of the Reporting Person.
- (2) Represents shares owned by VHM Management Limited Partners, a partnership whose sole general partner is a corporation controlled by the Reporting Person.
- (3) Represents shares held for the benefit of the Reporting Person by the HEICO Corporation 401(k), based on a plan statement dated March 1, 2019.
- (4) Represents shares gifted by the Reporting Person to trusts for the benefit of the Reporting Person's immediate family members and whose Trustee is the Reporting Person.
- (5) Represents shares owned by the Victor H. Mendelson Revocable Investment Trust which is owned solely by the Reporting Person.
- (6) Represents shares held for the reporting person by the HEICO Corporation Leadership Compensation Plan (409A Plan).
- (7) These options are exercisable at 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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