

MENDELSON ERIC A

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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MENDELSON ERIC A

(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)
Common Stock	03/01/2019		M	381,470 A	\$ 10.9786	1,213,132 D	
Common Stock	03/01/2019		F	177,200 D	\$ 93.76	1,035,932 D	
Class A Common Stock						342,008 D	
Common Stock						15,227 I	By Keogh Account
Class A Common						10,078 I	By Keogh Account

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Stock				
Common Stock	285,798	I	By Trusts <sup>(1)</sup>	
Class A Common Stock	224,785	I	Owned by Corporation <sup>(2)</sup>	
Common Stock	392,718	I	Owned by Partnership <sup>(3)</sup>	
Common Stock	4,522	I	As custodian for minor children	
Class A Common Stock	5,204	I	As custodian for minor children	
Common Stock	111,165	I	By 401(k) <sup>(4)</sup>	
Class A Common Stock	105,741	I	By 401(k) <sup>(4)</sup>	
Class A Common Stock	9,366	I	By 409A Plan <sup>(5)</sup>	
Common Stock	1,312	I	By 409A Plan <sup>(5)</sup>	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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 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 o Number o Shares

Option (Right to purchase Common Stock)	\$ 10.9786	03/01/2019	M	381,470	(6)	09/13/2020	Common Stock	381,470
Option (Right to purchase Common Stock)	\$ 15.9351				(6)	09/12/2021	Common Stock	305,176
Option (Right to purchase Common Stock)	\$ 21.4098				(6)	06/10/2023	Common Stock	122,070
Option (Right to purchase Common Stock)	\$ 29.6704				(6)	06/08/2025	Common Stock	97,656
Option (Right to purchase Common Stock)	\$ 24.9498				(6)	12/14/2025	Common Stock	97,656
Option (Right to purchase Common Stock)	\$ 44.9638				(6)	03/17/2027	Common Stock	195,313
Option (Right to purchase Common Stock)	\$ 70.656				(6)	03/16/2028	Common Stock	125,000
Option (Right to purchase Class A Common Stock)	\$ 15.4501				(6)	06/10/2023	Class A Common Stock	122,070

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director    10% Owner    Officer    Other

MENDELSON ERIC A  
825 BRICKELL BAY DRIVE, SUITE 1644 X Co-President  
MIAMI, FL 33131

## Signatures

/s/ Eric A.  
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 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.
- (2) Represents shares owned by Mendelson International Corporation whose stock is owned solely by the Reporting Person and Victor Mendelson, the brother of the Reporting Person.
- (3) Represents shares owned by EAM Management Limited Partners, a partnership whose sole general partner is a corporation controlled by the Reporting Person.
- (4) 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.
- (5) Represents shares held for the Reporting Person by the HEICO Leadership Compensation Plan (409A Plan).
- (6) 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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