

HEICO CORP  
Form 5  
November 13, 2014

**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

(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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
10/31/2014

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)  
Chief Accounting Officer

6. Individual or Joint/Group Reporting

(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)	(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	^	^	^	^	^	^	937	D <sup>(1)</sup>	^
Common Stock	^	^	^	^	^	^	3,440	I	By 401(k) <sup>(2)</sup>
Class A Common Stock	^	^	^	^	^	^	3,035	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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(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)	\$ 21.9853	Â	Â	Â	Â (A) Â (D)	Â (3) 03/28/2021	Class A Common Stock	9,766
Option (Right to purchase Class A Common Stock)	\$ 24.672	Â	Â	Â	Â (A) Â (D)	Â (4) 09/14/2022	Class A Common Stock	6,250
Option (Right to purchase Class A Common Stock)	\$ 40.792	Â	Â	Â	Â (A) Â (D)	Â (5) 09/23/2023	Class A Common Stock	6,250

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Walker Steven M 3000 TAFT STREET HOLLYWOOD, FL 33021	Â	Â	Â Chief Accounting Officer	Â

## Signatures

Steven M.  
Walker

11/13/2014

\*\*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) Includes 187 shares of Class A Common Stock acquired by the Reporting Person on October 23, 2013 upon receipt of shares distributed by the Issuer pursuant to a 5 for 4 stock split.  
  
Represents shares held for the benefit of the Reporting Person by the HEICO Corporation 401(k), based on a plan statement dated October 31, 2014 and includes 659 shares of Common Stock and 577 shares of Class A Common Stock acquired by the Reporting Person on October 23, 2013 upon receipt of shares distributed by the Issuer pursuant to a 5 for 4 stock split.
  - (2) The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate of 9,766 shares of Class A Common Stock at an exercise price of \$21.9853 per share, as adjusted for stock splits and stock dividends. These Options become exercisable on various dates and expire on March 28, 2021.
  - (3) The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate of 6,250 shares of Class A Common Stock at an exercise price of \$24.6720 per share, as adjusted for stock splits and stock dividends. These Options become exercisable on various dates and expire on September 14, 2022.
  - (4) The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate of 6,250 shares of Class A Common Stock at an exercise price of \$40.7920 per share, as adjusted for stock splits and stock dividends. These Options become exercisable on various dates and expire on September 23, 2023.
  - (5)

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.