

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 *
Macau Carlos L

(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
HEICO CORP [HEI, HEI.A]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

3000 TAFT STREET

(Street)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP-CFO & Treasurer

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

HOLLYWOOD, FL 33021

Form Filed by One Reporting Person
____ Form Filed by More than One Reporting Person

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	^	^	^	^	^	^	3,750	D ⁽¹⁾	^
Common Stock	^	^	^	^	^	^	418	I	401k Plan ⁽²⁾
Class A Common Stock	^	^	^	^	^	^	427	I	401k Plan ⁽²⁾

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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)	\$ 25.008	Â	Â	Â	Â (A) Â (D)	Â (3) 06/01/2022	Class A Common Stock	62,500
Option (Right to purchase Class A Common Stock)	\$ 25.024	Â	Â	Â	Â (A) Â (D)	Â (4) 06/18/2022	Class A Common Stock	15,625
Option (Right to purchase Class A Common Stock)	\$ 30.176	Â	Â	Â	Â (A) Â (D)	Â (5) 06/10/2023	Class A Common Stock	31,250

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Macau Carlos L 3000 TAFT STREET HOLLYWOOD, FL 33021	Â	Â	Â EVP-CFO & Treasurer	Â

Signatures

Carlos L. Macau

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 750 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 57 shares of Common Stock and 58 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 62,500 shares of Class A Common Stock at an exercise price of \$25.0080 per share, as adjusted for stock splits and stock dividends. These Options become exercisable on various dates and expire on June 1, 2022.
 - (3) The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate of 15,625 shares of Class A Common Stock at an exercise price of \$25.0240 per share, as adjusted for stock splits and stock dividends. These Options become exercisable on various dates and expire on June 18, 2022.
 - (4) The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate of 31,250 shares of Class A Common Stock at an exercise price of \$30.1760 per share, as adjusted for stock splits and stock dividends. These Options become exercisable on various dates and expire on June 10, 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.