

MENDELSON VICTOR H
 Form 4
 December 13, 2005

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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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 *
MENDELSON VICTOR H

(Last) (First) (Middle)
 825 S. BRICKELL BAY DRIVE, 16TH FLOOR
 (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)
 12/09/2005

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)
 Executive Vice 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)
				(A) or (D)	Code V Amount (D) Price		
Class A Common Stock					147,409	I	Owned by Corporation (1)
Common Stock					157,282	I	Owned by Corporation (1)
Common Stock					36,180	I	Owned by Partnership (2)
Common Stock					1,000	I	As custodian for minor

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Class A Common Stock						1,110	I	children As custodian for minor children
Common Stock						16,288	I	By 401(k) ⁽³⁾
Class A Common Stock						15,379	I	By 401(k) ⁽³⁾
Class A Common Stock	12/09/2005		M	18,558	A	\$ 3.0525	24,648	D
Class A Common Stock	12/09/2005		F	3,049	D	\$ 18.58	21,599	D
Class A Common Stock	12/13/2005		M	1,496	A	\$ 3.0315	23,095	D
Class A Common Stock	12/13/2005		M	12,781	A	\$ 3.0525	35,876	D
Common Stock	12/09/2005		M	31,446	A	\$ 3.0525	114,501	D
Common Stock	12/09/2005		M	1,499	A	\$ 3.0315	116,000	D
Common Stock	12/09/2005		F	4,256	D	\$ 23.62	111,744	D

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

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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)			Title

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					Date Exercisable	Expiration Date		Amount or Number of Shares
Option (right to Purchase Common Stock)	\$ 3.0525	12/09/2005	M	31,446	12/15/1995	12/15/2005	Common Stock	31,446
Option (right to Purchase Common Stock)	\$ 3.0315	12/09/2005	M	1,499	12/15/1995	12/15/2005	Common Stock	1,499
Option (right to Purchase Class A Common Stock)	\$ 3.0525	12/09/2005	M	18,558	12/15/1995	12/15/2005	Class A Common Stock	18,558
Option (right to Purchase Class A Common Stock)	\$ 3.0525	12/13/2005	M	12,781	12/15/1995	12/15/2005	Class A Common Stock	12,781
Option (right to Purchase Class A Common Stock)	\$ 3.0315	12/13/2005	M	1,496	12/15/1995	12/15/2005	Class A Common Stock	1,496

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MENDELSON VICTOR H 825 S. BRICKELL BAY DRIVE 16TH FLOOR MIAMI, FL 33131	X		Executive Vice President	

Signatures

Victor H
Mendelson 12/13/2005

**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 December 12, 2005.

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.