

Macau Carlos L
Form 5
December 12, 2018

FORM 5

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).
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

OMB APPROVAL

OMB
Number: 3235-0362
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1. Name and Address of Reporting Person *
Macau Carlos L

(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)
10/31/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

EVP-CFO & Treasurer

6. Individual or Joint/Group Reporting

(check applicable line)

____X____ 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 Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	Â	Â	Â	Â	Â	Â	7,322 ⁽¹⁾	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	1,580 ⁽¹⁾	I	401k Plan ⁽²⁾
Class A Common Stock	Â	Â	Â	Â	Â	Â	1,600 ⁽¹⁾	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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SEC 2270
(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)	\$ 12.8041	Â	Â	Â	Â Â Â (3)	06/01/2022	Class A Common Stock	122,070
Option (Right to purchase Class A Common Stock)	\$ 12.8123	Â	Â	Â	Â Â Â (3)	06/18/2022	Class A Common Stock	30,518
Option (Right to purchase Class A Common Stock)	\$ 15.4501	Â	Â	Â	Â Â Â (3)	06/10/2023	Class A Common Stock	61,036
Option (Right to purchase Class A Common Stock)	\$ 24.9088	Â	Â	Â	Â Â Â (3)	06/08/2025	Class A Common Stock	48,829
Option (Right to purchase Class A Common Stock)	\$ 22.2003	Â	Â	Â	Â Â Â (3)	12/14/2025	Class A Common Stock	48,829

Option (Right to purchase Class A Common Stock)	\$ 38.3744	Â	Â	Â	Â	Â	Â	(3)	03/17/2027	Class A Common Stock	97,656
Option (Right to purchase Class A Common Stock)	\$ 56.24	Â	Â	Â	Â	Â	Â	(3)	03/16/2028	Class A Common Stock	62,500

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

/s/ Carlos L.
Macau

12/12/2018

**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) All shares reflect the impact of 5-for-4 stock splits that were effected on June 28, 2018, January 18, 2018 and April 19, 2017, respectively.
- (2) Represents shares held for the benefit of the Reporting Person by the HEICO Corporation 401k plan based on a plan statement dated October 31, 2018.
- (3) These options are exercisable at 20% per year over five years from the date of grant.
- (4) All shares reflect the impact of a 5-for-4 stock split that was effected on June 28, 2018.

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