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HEICO CC Form 4 September	06, 2013								OMB AF	PROVAL
Check ti if no lo subject Section Form 4 Form 5 obligati may co <i>See</i> Inst 1(b).	RITIES AND EXCHANGE COMMISSION shington, D.C. 20549 NGES IN BENEFICIAL OWNERSHIP OF SECURITIES 16(a) of the Securities Exchange Act of 1934, Itility Holding Company Act of 1935 or Section restment Company Act of 1940					OMB Number:3235-0287Expires:January 31, 2005Estimated average burden hours per response0.5				
(Print or Type	e Responses)									
1. Name and IRWIN TH	Address of Reporting IOMAS S		Symbol	er Name an O CORP []				5. Relationship of I Issuer	Reporting Pers	on(s) to
(Last) 3000 TAF	(First) (Middle)	3. Date o	of Earliest T Day/Year)		••• •)	- - 1	Director X Officer (give t pelow)) Owner r (specify
HOLLYW	(Street) OOD, FL 33021			endment, D onth/Day/Yea	-	ıl	-	5. Individual or Joi Applicable Line) _X_ Form filed by Oi Form filed by Mo	ne Reporting Per	rson
(City)	(State)	(Zip)	Tab	le I - Non-J	Derivative	Secu		Person ired, Disposed of,	or Beneficiall	v Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution I any (Month/Da	d Date, if	3. Transactic Code (Instr. 8)	4. Securit por Dispos (Instr. 3, 4	ies Ac ed of 4 and 2 (A) or	cquired (A) (D) 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)
Class A Common Stock				Code V	Amount	(D)	Price	20,981	D	
Common Stock	09/04/2013			S	23,900	D	\$ 62.9707	62,958	D	
Common Stock	09/05/2013			S	11,100	D	\$ 62.8831	51,858	D	
Common Stock								106,585	Ι	Irwin Family Trust <u>(1)</u>
								70,473	Ι	

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Class A Common Stock			401(k) Plan (2)
Common Stock	73,702	Ι	401(k) Plan <u>(2)</u>

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.

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)	4. Transactic Code (Instr. 8)	5. 6. Date Exercisa orNumber Expiration Date of (Month/Day/Ye Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,		ate	7. Titl Amou Under Securi (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
			Code V	4, and 5)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Addr	ess	Relationships							
	Director	10% Owner	Officer	Other					
IRWIN THOMAS S 3000 TAFT STREET HOLLYWOOD, FL 33021			Sr Exec VP						
Signatures									
Thomas S. Irwin	09/06/2013								

<u>**</u>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 held in the Irwin Family Irrevocable Trust (the Trust) whose trustee is Carrie Irwin, the Reporting Person's daughter.

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(2) Represents shares held for the benefit of the Reporting Person by the HEICO Corporation 401(k) Plan based on a plan statement dated September 3, 2013.

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.