

BRUCKMANN BRUCE  
Form 4  
June 03, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
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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).

**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 \*  
BRUCKMANN BRUCE

2. Issuer Name and Ticker or Trading Symbol  
H&E Equipment Services, Inc.  
[HEES]

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

(Last) (First) (Middle)  
  
C/O 126 EAST 56TH STREET, 29TH FLOOR  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
06/02/2009

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

NEW YORK, NY 10022

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock, Par Value \$0.01 <sup>(1)</sup>	06/02/2009		A		2,116	A	\$ 0
Common Stock, Par Value \$0.01					954,409	I	
Common Stock, Par Value					264,226	I	

By BRSE Associates, Inc. <sup>(2)</sup>

By Bruce C. Bruckmann 1999 Gift

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\$0.01				Trust <sup>(3)</sup>
Common Stock, Par Value \$0.01	193,516	I		By BRSE, LLC <sup>(4)</sup>
Common Stock, Par Value \$0.01	30,313	I		By Bruckmann, Rosser, Sherrill & Co., Inc. <sup>(5)</sup>
Common Stock, Par Value \$0.01	13,866	I		By the Estate of Donald J. Bruckmann <sup>(6)</sup>
Common Stock, Par Value \$0.01	5,961	I		By BCB Family Partners, L.P. <sup>(7)</sup>
Common Stock, Par Value \$0.01	2,877	I		By NAZ Family Partners L.P. <sup>(8)</sup>
Common Stock, Par Value \$0.01	34,148	I		By Nancy A. Zweng <sup>(9)</sup>
Common Stock, Par Value \$0.01	20,798	I		By Harold O. Rosser <sup>(10)</sup>
Common Stock, Par Value \$0.01	69,325	I		By H. Virgil Sherrill <sup>(11)</sup>
Common Stock, Par Value \$0.01	106,758	I		By Stephen C. Sherrill <sup>(12)</sup>
Common Stock, Par Value \$0.01	21,897	I		By Paul D. Kaminski <sup>(13)</sup>
Common Stock, Par Value	8,758	I		By John Rice Edmonds <sup>(14)</sup>

\$0.01

Common  
Stock, Par  
Value  
\$0.01

3,078

I

By Marilena  
Tibrea <sup>(15)</sup>

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.**

SEC 1474  
(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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRUCKMANN BRUCE C/O 126 EAST 56TH STREET 29TH FLOOR NEW YORK, NY 10022	X			

## Signatures

/s/ W. Scott Bozzell  
Attorney-in-Fact  
Date: 06/03/2009

\*\*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).

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- (1) Restricted stock grant under the Company's 2006 Stock-Based Incentive Compensation Plan. The shares of restricted stock will vest as follows: 705 shares on 6/02/2010, 705 shares on 6/02/2011 and 706 shares on 6/02/2012.
- (2) These shares are held by BRSE Associates, Inc., of which the Reporting Person is a shareholder. The Reporting Person disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.
- (3) These shares are held in a trust for the benefit of the Reporting Person's children. The Reporting Person disclaims beneficial ownership of these shares.  
  
The Reporting Person may be deemed to share beneficial ownership of shares held by BRSE, LLC ("BRSE") by virtue of his status as a member and manager of BRSE. The Reporting Person disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.
- (4) The Reporting Person may be deemed to share beneficial ownership of the shares held by this entity by virtue of his status as a member or manager of this entity. The Reporting Person expressly disclaims beneficial ownership of any shares held by Bruckmann, Rosser, Sherrill & Co., Inc. that exceed his pecuniary interest therein.
- (5) The Reporting Person may be deemed to share beneficial ownership of shares held by The Estate of Donald J. Bruckmann by virtue of his holding power of attorney for The Estate of Donald J. Bruckmann. The Reporting Person expressly disclaims beneficial ownership of any shares held by The Estate of Donald J. Bruckmann.
- (6) The Reporting Person may be deemed to share beneficial ownership of shares held by BCB Family Partners, L.P. by virtue of his holding power of attorney for BCB Family Partners, L.P. The Reporting Person expressly disclaims beneficial ownership of any shares held by BCB Family Partners, L.P.
- (7) The Reporting Person may be deemed to share beneficial ownership of shares held by NAZ Family Partners, L.P. by virtue of his holding power of attorney for NAZ Family Partners, L.P. The Reporting Person expressly disclaims beneficial ownership of any shares held by NAZ Family Partners, L.P.
- (8) The Reporting Person may be deemed to share beneficial ownership of shares held by Nancy A. Zweng by virtue of his holding power of attorney for Nancy A. Zweng. The Reporting Person expressly disclaims beneficial ownership of any shares held by Nancy A. Zweng.
- (9) The Reporting Person may be deemed to share beneficial ownership of shares held by Harold O. Rosser by virtue of his holding power of attorney for Harold O. Rosser. The Reporting Person expressly disclaims beneficial ownership of any shares held by Harold O. Rosser.
- (10) The Reporting Person may be deemed to share beneficial ownership of shares held by H. Virgil Sherrill by virtue of his holding power of attorney for H. Virgil Sherrill. The Reporting Person expressly disclaims beneficial ownership of any shares held by H. Virgil Sherrill.
- (11) The Reporting Person may be deemed to share beneficial ownership of shares held by Stephen C. Sherrill by virtue of his holding power of attorney for Stephen C. Sherrill. The Reporting Person expressly disclaims beneficial ownership of any shares held by Stephen C. Sherrill.
- (12) The Reporting Person may be deemed to share beneficial ownership of shares held by Paul D. Kaminski by virtue of his holding power of attorney for Paul D. Kaminski. The Reporting Person expressly disclaims beneficial ownership of any shares held by Paul D. Kaminski.
- (13) The Reporting Person may be deemed to share beneficial ownership of shares held by John Rice Edmonds by virtue of his holding power of attorney for John Rice Edmonds. The Reporting Person expressly disclaims beneficial ownership of any shares held by John Rice Edmonds.
- (14) The Reporting Person may be deemed to share beneficial ownership of shares held by Marilena Tibrea by virtue of his holding power of attorney for Marilena Tibrea. The Reporting Person expressly disclaims beneficial ownership of any shares held by Marilena Tibrea.
- (15)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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