

H&E Equipment Services, Inc.
 Form 4
 September 06, 2006

FORM 4 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).

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)
09/01/2006

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 Beneficial Ownership (Instr. 4)	
				(A) or (D)	Price			
Common Stock, Par Value \$0.01 per share	09/01/2006		G ⁽¹⁾	29,989	D	\$ 0 (1)	136,746	D
Common Stock, Par Value \$0.01 per share							55,800	D
							5,103,243	I

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Common Stock, Par Value \$0.01 per share			By Bruckmann, Rosser, Sherrill & Co., L.P. ⁽²⁾
Common Stock, Par Value \$0.01 per share	30,313	I	By Bruckmann, Rosser, Sherrill & Co. Inc. ⁽³⁾
Common Stock, Par Value \$0.01 per share	9,314,278	I	By Bruckmann, Rosser, Sherrill & Co. II, L.P. ⁽⁴⁾
Common Stock, Par Value \$0.01 per share	13,866	I	By The Estate of Donald J. Bruckmann ⁽⁵⁾
Common Stock, Par Value \$0.01 per share	5,961	I	By BCB Family Partners, L.P. ⁽⁶⁾
Common Stock, Par Value \$0.01 per share	2,877	I	By NAZ Family Partners L.P. ⁽⁷⁾
Common Stock, Par Value \$0.01 per share	34,148	I	By Nancy A. Zweng ⁽⁸⁾
Common Stock, Par Value \$0.01 per share	20,798	I	By Harold O. Rosser ⁽⁹⁾
Common Stock, Par Value \$0.01 per share	69,325	I	By H. Virgil Sherrill ⁽¹⁰⁾

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Common Stock, Par Value \$0.01 per share	106,758	I	By Stephen C. Sherrill <u>(11)</u>
Common Stock, Par Value \$0.01 per share	21,897	I	By Paul D. Kaminski <u>(12)</u>
Common Stock, Par Value \$0.01 per share	8,758	I	By John Rice Edmonds <u>(13)</u>
Common Stock, Par Value \$0.01 per share	3,078	I	By Marilena Tibrea <u>(14)</u>

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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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