## Edgar Filing: Jones John D - Form 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).	S SECURITIES AND EXCHANGE Washington, D.C. 20549 F CHANGES IN BENEFICIAL OW SECURITIES Section 16(a) of the Securities Exchan Public Utility Holding Company Act of ) of the Investment Company Act of 19	NERSHIP OFStandard3235-0287Number:3235-0287Number:January 31, 2005Expires:2005Estimated average burden hours per response0.5ge Act of 1934, of 1935 or Section0.5		
(Print or Type Responses)				
1. Name and Address of Reporting Person <u>*</u> Jones John D	2. Issuer Name <b>and</b> 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 H&E EQUIPMENT SERVICES, INC., 11100 MEAD ROAD, SUITE 200	<ul><li>3. Date of Earliest Transaction</li><li>(Month/Day/Year)</li><li>06/30/2008</li></ul>	Director10% Owner XOfficer (give titleOther (specify below) below) V.P., Product Support		
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>		
BATON ROUGE, LA 70816		Person		
(City) (State) (Zip)		quired, Disposed of, or Beneficially Owned		
(Instr. 3) any (Month/	amed 3. 4. Securities Acquired on Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) Day/Year) (Instr. 8) (A) or Code V Amount (D) Price	Beneficially(D) orBeneficialOwnedIndirect (I)OwnershipFollowing(Instr. 4)(Instr. 4)ReportedTransaction(s)(Instr. 3 and 4)		
Common Stock, Par Value \$0.01 (1)	A 2,496 A <sup>\$</sup> 12.02	38,352 D		

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.

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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)	Code	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date	7. Titl Amou Under Secur (Instr.	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>		Relationships					
		tor	10% Owner	Officer	Other		
Jones John D C/O H&E EQUIPMENT SERVICES, 11100 MEAD ROAD, SUITE 200 BATON ROUGE, LA 70816	INC.			V.P., Product Support			
Signatures							
W. Scott Bozzell Attorney-in-Fact	07/02/2008						
**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) Restricted stock grant under the Company's 2006 Stock-Based Incentive Compensation Plan. One-third of the shares of restricted stock will vest on each of 6/30/2009, 6/30/2010 and 6/30/2011.

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.