Barber Bradley W Form 4 July 05, 2011

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

subject to Section 16. Form 4 or Form 5 obligations

may continue.

if no longer

Check this box

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 See Instruction

2. Issuer Name and Ticker or Trading

H&E Equipment Services, Inc.

SECURITIES

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person *

Barber Bradley W

(First) (Middle)

C/O H&E EQUIPMENT SERVICES, INC., 11100 MEAD ROAD, SUITE 200

(Street)

Symbol

[HEES]

(Month/Day/Year)

07/01/2011

Filed(Month/Day/Year)

3. Date of Earliest Transaction

4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

5. Relationship of Reporting Person(s) to

(Check all applicable)

Executive V.P & COO

BATON ROUGE, LA 70816

(City) (State) (Zip) 1.Title of 2. Transaction Date 2A. Deemed

(Month/Day/Year)

3. 4. Securities Execution Date, if TransactionAcquired (A) or Code Disposed of (D) (Month/Day/Year) (Instr. 8)

(Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following Reported

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Issuer

below)

Director

X_ Officer (give title

Form: Direct (D) or Indirect (I) (Instr. 4)

Indirect Beneficial Ownership (Instr. 4)

(9-02)

6. Ownership 7. Nature of

(A) Transaction(s) (Instr. 3 and 4) Price Code V Amount (D)

Common

(1)

Security

(Instr. 3)

Stock, par value \$0.01

07/01/2011

Α

8.030

\$0 Α

83,483

D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per

response... 0.5

10% Owner

Other (specify

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amoun	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivative		e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities Acquired			(Instr. 3	3 and 4)		Own
	Security										Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manuat		
									Amount		
					Date	Date	Expiration	Or Title Nesselves			
						Exercisable Date	Date		Number		
				C + V	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Director 10% Owner Other

Barber Bradley W C/O H&E EQUIPMENT SERVICES, INC. 11100 MEAD ROAD, SUITE 200 BATON ROUGE, LA 70816

Executive V.P & COO

Signatures

/s/ W. Scott Bozzell Attorney-in-Fact

07/05/2011

**Signature of Reporting Person

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).
- Restricted stock grant under the Company's 2006 Stock-Based Incentive Compensation Plan, as amended. The shares of restricted stock will vest over three years as follows: 2,676 shares on July 1, 2012; 2,676 shares on July 1, 2013; and 2,678 shares on July 1, 2014.

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.

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