

H&E Equipment Services, Inc.
Form 4
August 04, 2014

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

(Last) (First) (Middle)

C/O H&E EQUIPMENT SERVICES, INC., 7500 PECUE LANE

(Street)

BATON ROUGE, LA 70809

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
08/01/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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)
			Code	V	Amount or Price		
Common Stock, par value \$0.01 per share	08/01/2014		A ⁽¹⁾		529 A \$ 37.85	D	
Common Stock, par value \$0.01 per share					190,882	I	By Bruce C. Bruckmann Family Trust ⁽²⁾

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Stock grant under the Company's 2006 Stock-Based Incentive Compensation Plan, as amended. The shares of stock vested immediately upon issuance.

- (2) These shares are held in a trust for the benefit of the Reporting Person's children. The Reporting Person's former spouse is the trustee of the trust. The Reporting Person disclaims beneficial ownership of these shares.
- (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.

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.