H&E Equipment Services, Inc.

Form 4

share

September 06, 2006

September (06, 2006											
FORM	Λ4					~		~ ~		OME	B APPROV	٩L
UNITED STATES SECURITIES AND EACHANGE COMMISSION								N	OMB Number	. 3235	-0287	
Check th		Washington, D.C. 20549									lanus	ry 31,
if no lon subject t		STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF								Expires:		2005
Section		SECURITIES									ed average nours per	
Form 4 o			~ .· 1	C() C.1	g			A . C1024		response 0.5		
obligatio								ge Act of 1934 of 1935 or Sect				
may con See Instr	unue.			vestment	_				1011			
1(b).	ruction	` ´			•	•						
(Print or Type	Responses)											
1. Name and A	Address of Reportin	g Person *	2. Issue	r Name and	l Ticker or	Tradi	ng	5. Relationship	of F	Reporting 1	Person(s) to	
BRUCKM	ANN BRUCE		Symbol					Issuer				
				Equipment Services, Inc.				(Check all applicable)				
~ · ·	(T)	2511	[HEES]	-						••		
(Last)	(First)	(Middle)		f Earliest Tr Day/Year)	ansaction			X Director Officer (gi	ve ti		10% Owner Other (specify	7
C/O 126 E	AST 56TH		09/01/2					below)		below)		
STREET, 2	9TH FLOOR											
	(Street)		4. If Amo	endment, Da	te Origina	l		6. Individual or	Joi	nt/Group I	Filing(Check	
			Filed(Mo	nth/Day/Year	.)			Applicable Line) _X_ Form filed b	v Ot	ne Reportin	g Person	
NEW YOR	K, NY 10022							Form filed by Person				
(City)	(State)	(Zip)	Tab	le I - Non-D	Derivative	Secur	ities A	cquired, Disposed	of,	or Benefi	cially Owne	ed
1.Title of	2. Transaction Da			3.				5. Amount of Securities	6.		7. Nature	of
Security (Instr. 3)	(Month/Day/Year	(Month/Day/Year) Execution Date, if any (Month/Day/Year)			Code (D)				Ow For	vnership rm:	Indirect Beneficial	
,										rect (D) Own	Ownership	-
								Following Reported	or I	Indirect	(Instr. 4)	
						(A)		Transaction(s)		str. 4)		
				Code V	Amount	(D)	Price	(Instr. 3 and 4)				
Common												
Stock, Par Value	09/01/2006			G(1)	29,989	D	\$0	136,746	D			
\$0.01 per	07/01/2000			0 <u>~</u>	27,707	D	(1)	130,740	ט			
share												
Common												
Stock, Par												
Value								55,800	D			
\$0.01 per												

5,103,243

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.
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.
Common Stock, Par Value \$0.01 per share	2,877	I	By NAZ Family Partners L.P.
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)

Common Stock, Par Value \$0.01 per share	106,758	I	By Stephen C. Sherrill			
Common Stock, Par Value \$0.01 per share	21,897	I	By Paul D. Kaminski (12)			
Common Stock, Par Value \$0.01 per share	8,758	I	By John Rice Edmonds (13)			
Common Stock, Par Value \$0.01 per share	3,078	I	By Marilena Tibrea (14)			
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. Persons who respond to the collection of SEC 1474						

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

number.

information contained in this form are not

required to respond unless the form displays a currently valid OMB control

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Under Secur	le and unt of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Relationships

Reporting Owner Name / Address

Reporting Owners 3

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, as Attorney-In-Fact for Bruce Bruckmann

09/06/2006

**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) Transfer of shares without consideration by the Reporting Person to Ms. Nancy A. Zweng. See also footnote 8.
- BRS Partners L.P. ("BRS Partners") is the general partner of Bruckmann, Rosser, Sherrill & Co., L.P. and BRSE Associates, Inc.

 ("BRSE") is the general partner of BRS Partners. Mr. Bruckmann may be deemed to share beneficial ownership of shares held by Bruckmann, Rosser, Sherrill & Co., L.P. by virtue of his status as a stockholder and officer of BRSE. Mr. Bruckmann expressly disclaims beneficial ownership of any shares held by Bruckmann, Rosser, Sherrill & Co., L.P. that exceed his pecuniary interest therein.
- Mr. Bruckmann 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. Mr. Bruckmann expressly disclaims beneficial ownership of any shares held by Bruckmann, Rosser, Sherrill & Co., Inc. that exceed his pecuniary interest therein.
- BRSE LLC is the general partner of Bruckmann, Rosser, Sherrill & Co. II, L.P. ("BRS II") and by virtue of that status may be deemed to be the beneficial owner of the units held by BRS II. Mr. Bruckmann is a member and manager of BRSE LLC and may be deemed to share beneficial ownership of shares held by BRS II by virtue of his status as a member and manager of BRSE LLC. Mr. Bruckmann expressly disclaims beneficial ownership of any shares held by BRS II that exceed his pecuniary interest therein.
- Mr. Bruckmann 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. Mr. Bruckmann expressly disclaims beneficial ownership of any shares held by The Estate of Donald J. Bruckmann.
- Mr. Bruckmann 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. Mr. Bruckmann expressly disclaims beneficial ownership of any shares held by BCB Family Partners, L.P.
- Mr. Bruckmann 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. Mr. Bruckmann expressly disclaims beneficial ownership of any shares held by NAZ Family Partners, L.P.
- (8) Mr. Bruckmann 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. Mr. Bruckmann expressly disclaims beneficial ownership of any shares held by Nancy A. Zweng.
- (9) Mr. Bruckmann 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. Mr. Bruckmann expressly disclaims beneficial ownership of any shares held by Harold O. Rosser.
- (10) Mr. Bruckmann 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. Mr. Bruckmann expressly disclaims beneficial ownership of any shares held by H. Virgil Sherrill.
- (11) Mr. Bruckmann 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. Mr. Bruckmann expressly disclaims beneficial ownership of any shares held by Stephen C. Sherrill.
- (12) Mr. Bruckmann 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. Mr. Bruckmann expressly disclaims beneficial ownership of any shares held by Paul D. Kaminski.
- (13) Mr. Bruckmann 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. Mr. Bruckmann expressly disclaims beneficial ownership of any shares held by John Rice Edmonds.
- (14) Mr. Bruckmann may be deemed to share beneficial ownership of shares held by Marilena Tibrea by virtue of his holding power of attorney for Marilena Tibrea. Mr. Bruckmann expressly disclaims beneficial ownership of any shares held by Marilena Tibrea.

Signatures 4

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.