

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

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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)

3. Date of Earliest Transaction (Month/Day/Year)
09/01/2006

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

C/O 126 EAST 56TH STREET, 29TH FLOOR

(Street)

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

NEW YORK, NY 10022

(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 | | | |
| | | | | Code | V | Amount | | |
| 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 ⁽¹¹⁾ |
| 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.

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SEC 1474
(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... Repo... 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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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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