

H&E Equipment Services, Inc.  
Form 8-K  
June 03, 2009

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
FORM 8-K  
CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of Earliest Event Reported): June 1, 2009**  
**H&E Equipment Services, Inc.**

(Exact name of registrant as specified in its charter)

|                                                               |                                          |                                                       |
|---------------------------------------------------------------|------------------------------------------|-------------------------------------------------------|
| Delaware<br>(State or other jurisdiction<br>of incorporation) | 000-51759<br>(Commission<br>File Number) | 81-0553291<br>(I.R.S. Employer<br>Identification No.) |
|---------------------------------------------------------------|------------------------------------------|-------------------------------------------------------|

|                                                                                                      |                     |
|------------------------------------------------------------------------------------------------------|---------------------|
| 11100 Mead Road, Suite 200,<br>Baton Rouge, Louisiana<br>(Address of principal<br>executive offices) | 70816<br>(Zip Code) |
|------------------------------------------------------------------------------------------------------|---------------------|

Registrant's telephone number, including area code: (225) 298-5200  
Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(e) On June 1, 2009, the Compensation Committee of the Board of Directors of H&E Equipment Services, Inc. (the Company ) granted restricted stock awards to the following named executive officers in connection with other awards granted to certain employees under the Company s 2006 Stock-Based Incentive Compensation Plan:

| Name              | Title                                                | Number of Shares |
|-------------------|------------------------------------------------------|------------------|
| John M. Engquist  | President & Chief Executive Officer                  | 45,317           |
| Bradley W. Barber | Executive Vice President and Chief Operating Officer | 10,763           |
| Leslie S. Magee   | Chief Financial Officer & Secretary                  | 9,328            |
| John D. Jones     | Vice President, Product Support                      | 4,532            |
| William W. Fox    | Vice President, Cranes & Earthmoving                 | 2,644            |

The fair value of each of the restricted awards is \$6.62 per share, the closing price of the Company s common stock as reported on the NASDAQ Global market on the date of grant. Each of the restricted stock awards vests over three years in one-third increments (rounded to the nearest whole share) on the anniversary date of the grant.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

H&E Equipment Services, Inc.

*June 3,  
2009*

*By: /s/ Leslie S. Magee*

*Name: Leslie S. Magee*

*Title: Chief Financial Officer and Secretary*