

H&E Equipment Services, Inc.
 Form 4
 September 23, 2008

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

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)
09/23/2008

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)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock, Par Value \$0.01	09/23/2008		J ⁽¹⁾		95,441	A	\$ 0 232,187	D	
Common Stock, Par Value \$0.01	09/23/2008		J ⁽²⁾		954,409	A	\$ 0 954,409	I	By BRSE Associates, Inc. ⁽²⁾
Common Stock, Par Value	09/23/2008		J ⁽³⁾		190,882	A	\$ 0 190,882	I	By Bruce C. Bruckmann 1999 Gift

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\$0.01								Trust ⁽³⁾
Common Stock, Par Value \$0.01	09/23/2008	J ⁽⁴⁾	5,103,243	D	\$ 0	0	I	By Bruckmann, Rosser, Sherill & Co., L.P. ⁽⁴⁾
Common Stock, Par Value \$0.01	09/23/2008	J ⁽⁵⁾	319,198	A	\$ 0	551,385	D	
Common Stock, Par Value \$0.01	09/23/2008	J ⁽⁶⁾	73,344	A	\$ 0	264,226	I	By Bruce C. Bruckmann 1999 Gift Trust ⁽⁶⁾
Common Stock, Par Value \$0.01	09/23/2008	J ⁽⁷⁾	193,516	A	\$ 0	193,516	I	By BRSE, LLC
Common Stock, Par Value \$0.01	09/23/2008	J ⁽⁸⁾	9,314,278	D	\$ 0	0	I	By Bruckmann, Rosser, Sherill & Co. II, L.P. ⁽⁸⁾
Common Stock, Par Value \$0.01						30,313	I	By Bruckmann, Rosser, Sherrill & Co., Inc. ⁽⁹⁾
Common Stock, Par Value \$0.01						13,866	I	By The Estate of Donald J. Bruckmann ⁽¹⁰⁾
Common Stock, Par Value \$0.01						5,961	I	By BCB Family Partners, L.P. ⁽¹¹⁾
Common Stock, Par Value \$0.01						2,877	I	By NAZ Family Partners L.P. ⁽¹²⁾
Common Stock, Par Value \$0.01						34,148	I	By Nancy A. Zweng ⁽¹³⁾

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Common Stock, Par Value \$0.01	20,798	I	By Harold O. Rosser <u>(14)</u>
Common Stock, Par Value \$0.01	69,325	I	By H. Virgil Sherrill <u>(15)</u>
Common Stock, Par Value \$0.01	106,758	I	By Stephen C. Sherrill <u>(16)</u>
Common Stock, Par Value \$0.01	21,897	I	By Paul D. Kaminski <u>(17)</u>
Common Stock, Par Value \$0.01	8,758	I	By John Rice Edmonds <u>(18)</u>
Common Stock, Par Value \$0.01	3,078	I	By Marilena Tibrea <u>(19)</u>

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

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(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
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	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
Attorney-in-Fact

09/23/2008

**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) Pro rata distributions from Bruckmann, Rosser, Sherrill & Co., L.P. ("BRS"), of which the Reporting Person is a limited partner, and, after such distribution from BRS, from BRS Partners, Limited Partnership ("BRS Partners"), which is the general partner of BRS and of which the Reporting Person is a limited partner, to their respective limited partners.
- (2) These shares were held by BRS and, subsequently, BRS Partners prior to the distributions described in footnote (1) above. These shares are held by BRSE Associates Inc. ("BRSE Associates"), of which the Reporting Person is a shareholder. The Reporting Person disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.
- (3) These shares were held by BRS and, subsequently, BRS Partners prior to the distributions described in footnote (1) above. These shares are held in a trust for the benefit of the Reporting Person's children. The Reporting Person's spouse is the trustee of the trust. The Reporting Person disclaims beneficial ownership of these shares.
- (4) These shares were held by BRS prior to the distribution from BRS to its limited partners described in footnote (1) above. The Reporting Person may be deemed to share beneficial ownership of the shares disposed by BRS by virtue of his status as a shareholder of BRSE Associates, which is the general partner of BRS Partners, which is the general partner of BRS. The Reporting Person disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.
- (5) Pro rata distributions from Bruckmann, Rosser, Sherrill & Co. II, L.P. ("BRS II"), of which the Reporting Person is a limited partner, and, after such distribution from BRS II, from BRSE, LLC ("BRSE"), which is the general partner of BRS II and of which the Reporting Person is a member, and from Bruckmann, Rosser, Sherrill & Co., LLC ("BRS LLC"), which is the manager of BRSE and of which the Reporting Person is a member, to their respective limited partners.
- (6) These shares were held by BRS II and, subsequently, BRSE prior to the distributions described in footnote (5) above. These shares are held in a trust for the benefit of the Reporting Person's children. The Reporting Person's spouse is the trustee of the trust. The Reporting Person disclaims beneficial ownership of these shares.
- (7) These shares were held by BRS II prior to the distribution from BRS II to its limited partners described in footnote (5) above. The Reporting Person may be deemed to share beneficial ownership of the shares disposed by BRSE by virtue of his status as a member and manager of BRSE. The Reporting Person disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.
- (8) These shares were held by BRS II prior to the distribution from BRS II to its limited partners described in footnote (5) above. The Reporting Person may be deemed to share beneficial ownership of the shares disposed by BRS II by virtue of his status as a member and manager of BRSE, which is the general partner of BRS II. The Reporting Person disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.
- (9) The Reporting Person 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. The Reporting Person expressly disclaims beneficial ownership of any shares held by Bruckmann, Rosser, Sherrill & Co., Inc. that exceed his pecuniary interest therein.
- (10) The Reporting Person 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. The Reporting Person expressly disclaims beneficial ownership of

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any shares held by The Estate of Donald J. Bruckmann.

(11) The Reporting Person 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. The Reporting Person expressly disclaims beneficial ownership of any shares held by BCB Family Partners, L.P.

(12) The Reporting Person 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. The Reporting Person expressly disclaims beneficial ownership of any shares held by NAZ Family Partners, L.P.

(13) The Reporting Person 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. The Reporting Person expressly disclaims beneficial ownership of any shares held by Nancy A. Zweng.

(14) The Reporting Person 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. The Reporting Person expressly disclaims beneficial ownership of any shares held by Harold O. Rosser.

(15) The Reporting Person 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. The Reporting Person expressly disclaims beneficial ownership of any shares held by H. Virgil Sherrill.

(16) The Reporting Person 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. The Reporting Person expressly disclaims beneficial ownership of any shares held by Stephen C. Sherrill.

(17) The Reporting Person 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. The Reporting Person expressly disclaims beneficial ownership of any shares held by Paul D. Kaminski.

(18) The Reporting Person 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. The Reporting Person expressly disclaims beneficial ownership of any shares held by John Rice Edmonds.

(19) The Reporting Person may be deemed to share beneficial ownership of shares held by Marilena Tibrea by virtue of his holding power of attorney for Marilena Tibrea. The Reporting Person expressly disclaims beneficial ownership of any shares held by Marilena Tibrea.

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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