BRUCKMANN BRUCE

Form 4/A April 08, 2010

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB Washington, D.C. 20549 Number:

OMB APPROVAL

Expires:

response...

5. Relationship of Reporting Person(s) to

Issuer

0

Ι

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

2. Issuer Name and Ticker or Trading

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

Symbol

1(b).

Common

Stock, par value

(Print or Type Responses)

BRUCKMANN BRUCE

1. Name and Address of Reporting Person *

			H&E Equipment Services, Inc. [HEES]					(Check all applicable)			
(Last)	(First) ((Middle)	3. Date of Earliest Transaction (Month/Day/Year)			_X_ Director 10% Owner Officer (give title Other (specify					
C/O 126 E STREET, 2	09/23/2008					below) below)					
NEW YOR	Filed(Mo	Amendment, Date Original d(Month/Day/Year) 23/2008				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative S	ecuri	ties Acc	uired, Disposed	of, or Benefic	cially Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any (Month/Da	Date, if	3. 4. Securities Acquired Transactior(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price			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)		
Common Stock, par value \$0.01	09/23/2008			J		A	\$ 0	190,882	I	By Bruce C. Bruckmann Family 1996 Trust (1)	
Common Stock, par value \$0.01	09/23/2008			J	73,344	A	\$ 0	73,344	I	By Bruce C. Bruckmann 1999 Gift Trust (2)	

By Harold

O. Rosser $\frac{(3)}{}$

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\$0.01

Common Stock, par value \$0.01	0	I	By H. Virgil Sherrill (3)
Common Stock, par value \$0.01	0	I	By Stephen C. Sherrill
Common Stock, par value \$0.01	0	I	By Paul D. Kaminski (3)
Common Stock, par value \$0.01	0	I	By John Rice Edmonds (3)
Common Stock, par value \$0.01	0	I	By Marilena Tibrea (3)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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)	4. Transact Code (Instr. 8)	5. ionNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Securi (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)
			Code V	' (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

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

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

04/08/2010

**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).
 - This amendment on Form 4/A (the "Amendment") to the Form 4 originally filed on September 23, 2008, as amended by a Form 4/A filed on April 8, 2009 (as amended, the "Original Form 4"), amends the beneficial owner of these shares. These shares, which were incorrectly
- (1) reported as held by Bruce C. Bruckmann 1999 Gift Trust, are held by Bruce C. Bruckmann Family 1996 Trust 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.
- In connection with the correction described in footnote (1) above, this Amendment amends the amount of securities beneficially owned (2) by this trust. These shares are held in a trust for the benefit of the Reporting Person's children. The Reporting Person is the trustee of the trust. The Reporting Person disclaims beneficial ownership of these shares.
- This Amendment is being filed to remove these shares from the Reporting Person's beneficial ownership. These shares were originally reported as being held indirectly by the Reporting Person by virtue of his holding a power of attorney for the beneficial owner. The power of attorney was terminated in connection with the distributions described in the Original Form 4 and the Reporting Person does not have beneficial ownership of the shares as originally reported.

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.

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