## Edgar Filing: Fox William W - Form 4

Fox William Form 4	W										
June 16, 201	0										
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMIS									OMB APPROVAL		
	UNITE	CD STATES		ITIES A hington,			NGE (	COMMISSION	OMB Number:	3235-0287	
Check thi if no long subject to Section 1 Form 4 or Form 5 obligation may cont <i>See</i> Instru 1(b).	6. Filed prinue.	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 20(b) of the Investment Company Act of 1040								Expires: January 31, 2005 Estimated average burden hours per response 0.5	
(Print or Type F	Responses)										
1. Name and Address of Reporting Person <u>*</u> Fox William W			2. Issuer Name <b>and</b> Ticker or Trading Symbol H&E Equipment Services, Inc. [HEES]				-	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Middle) C/O H&E EQUIPMENT SERVICES, INC., 11100 MEAD ROAD, SUITE 200			<ul><li>3. Date of Earliest Transaction</li><li>(Month/Day/Year)</li><li>06/15/2010</li></ul>					Director 10% Owner X Officer (give title Other (specify below) below) V.P., Cranes & Earthmoving			
	(Street)	(Street) 4. If Amer Filed(Mont			-			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
BATON RC	OUGE, LA 708	816						Form filed by M Person	Iore than One Re	eporting	
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	Securi	ities Aco	quired, Disposed of	f, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction (Month/Day/Ye	ear) Executio any		Code (Instr. 8)	on(A) or Di (D) (Instr. 3,	4 and (A) or	d of 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)		
Common Stock, par value \$0.01	06/15/2010			A	Amount 3,493	(D) A	Price \$ 9.52	7,737	D		

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

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 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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date	Amou Unde Secur	rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>		Relationships							
	Director	10% Owner	Officer	Other					
Fox William W C/O H&E EQUIPMENT SERVICES, INC 11100 MEAD ROAD, SUITE 200 BATON ROUGE, LA 70816	2.		V.P., Cranes & Earthmoving						
Signatures									
/s/ W. Scott Bozzell Attorney-in-Fact	06/16/2010								
**Signature of Reporting Person	Date								
Explanation of Respons	ses:								

## \* 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) Restricted stock grant under the Company's 2006 Stock-Based Incentive Compensation Plan. The shares of restricted stock will vest as follows: 1,164 shares on 6/15/2011, 1,164 shares on 6/15/2012 and 1,165 shares on 6/15/2013.

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.