BRUCKMANN BRUCE

Form 4

March 10, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number:

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

obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Ad BRUCKMA	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) C/O H&E E0 SERVICES, ROAD, SUI	QUIPMENT INC., 11100 M	(Middle)	(Month	3. Date of Earliest Transaction (Month/Day/Year) 03/09/2011				_X_ Director 10% Owner Officer (give title below) Other (specify below)			
BATON RO	(Street) PUGE, LA 7081	6		nendment, i	Date Origin ear)	nal		6. Individual or Jo Applicable Line) _X_ Form filed by N Person	One Reporting	Person	
(City)	(State)	(Zip)	Ta	ble I - Non	-Derivativ	e Secı	ırities Acq	uired, Disposed o	f, or Benefici	ally Owned	
Security (Instr. 3)	. Transaction Date Month/Day/Year)	2A. Deeme Execution any (Month/Da	Date, if	Code (Instr. 8)	4. Securit coor Dispos (Instr. 3, 4	ed of		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	03/09/2011			S	27,300	D	\$ 18.0839	0	I	By BRSE LLC (1)	
Common Stock, par value \$0.01								917,042	D		
Common Stock, par								190,882	I	By Bruce C. Bruckmann	

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value \$0.01			Family 1996 Trust
Common Stock, par value \$0.01	73,344	I	By Bruce C. Bruckmann 1999 Gift Trust (3)
Common Stock, par value \$0.01	5,961	I	By BCB Family Partners, L.P. (4)
Common Stock, par value \$0.01	34,148	I	By Nancy A. Zweng

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)

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

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	Date Exerc	cisable and	7. Title	e and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration Da	ate	Amou	nt of	Derivative	1
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	1
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired						I
					(A) or]
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Expiration		Number		
						Exercisable	Date		of		
				Code V	(A) (D)				Shares		
					. , . ,						

Reporting Owners

Reporting Owner Name / Address	Relationships							
· · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Other				
BRUCKMANN BRUCE	X							
C/O H&E EQUIPMENT SERVICES, INC.								
11100 MEAD ROAD, SUITE 200								

Reporting Owners 2

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BATON ROUGE, LA 70816

Signatures

/s/ W. Scott Bozzell Attorney-in-Fact

03/10/2011

**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).
- The Reporting Person is a member and manager of BRSE LLC and may be deemed to share beneficial ownership of shares held by BRSE (1) LLC. The Reporting Person expressly disclaims beneficial ownership of any shares held by BRSE LLC that exceed his pecuinary interest therein.
- (2) These shares are held 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.
- (3) 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.
- 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.
- (5) 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.

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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