H&E Equipment Services, Inc.

Form 4 July 03, 2013

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION **OMB**

Washington, D.C. 20549 Number:

Check this box if no longer subject to Section 16.

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

2005 Estimated average burden hours per response... 0.5

Expires:

OMB APPROVAL

3235-0287

January 31,

Form 4 or Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

H&E Equipment Services, Inc.

Symbol

[HEES]

(Month/Day/Year)

07/01/2013

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person *

Engquist John

(First) (Middle)

C/O H&E EQUIPMENT SERVICES, INC., 7500 PECUE LANE

(Street)

(State)

4. If Amendment, Date Original

3. Date of Earliest Transaction

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

_X__ Director X__ 10% Owner _ Other (specify X_ Officer (give title below) Chief Executive Officer

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

BATON ROUGE, LA 70809

(Zip)

Table I Non-Desiration Constitute Assumed Dispersed of an Desertically Constitute

(City)	(State)	Tabl	e I - Non-L	Derivative	Secur	ities Acqu	tired, Disposed of	f, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securit or(A) or Di (Instr. 3,	sposed 4 and : (A) or	of (D) 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)
Common Stock, par value \$0.01 per share	07/01/2013		Code V A(1)	Amount 13,799	(D)	Price	3,354,715	D	
Common Stock, par value \$0.01 per share	07/01/2013		F(2)	3,405	D	\$ 21.74	3,351,310	D	
Common Stock, par	07/01/2013		F(2)	3,382	D	\$ 21.74	3,347,928	D	

value \$0.01 per share

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)	4. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D)		ate	7. Title Amou Under Securi (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
. 0	Director	10% Owner	Officer	Other		
Engquist John C/O H&E EQUIPMENT SERVICES, INC. 7500 PECUE LANE BATON ROUGE, LA 70809	X	X	Chief Executive Officer			

Signatures

/s/ W. Scott Bozzell 07/03/2013 Attorney-in-Fact Date

**Signature of Reporting Person

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).
- Restricted stock grant under the Company's 2006 Stock-Based Incentive Compensation Plan, as amended. The shares of restricted stock **(1)** will vest over three years as follows: 4,599 shares on July 1, 2014; 4,600 shares on July 1, 2015; and 4,600 shares on July 1, 2016.
- Return of securities to the Company in payment of Reporting Person's tax liability in connection with the vesting of previously issued **(2)** restricted stock.

Reporting Owners 2

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