

H&E Equipment Services, Inc.
 Form 4/A
 July 29, 2013

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 *
 Jones John D

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)
 07/01/2013

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 V.P., Corporate Services

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

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
 07/03/2013

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

BATON ROUGE, LA 70809

(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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, par value \$0.01 per share | 07/01/2013 | | F(1) | | 224 | D | \$ 21.74 |
| Common Stock, par value \$0.01 per share | 07/01/2013 | | F(1) | | 216 | D | \$ 21.74 |
| Common Stock, par | 07/09/2013 | | S(2) | | 8,515 | D | \$ 23 |

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's original Form 4 for this transaction, filed on July 3, 2013, is amended by this Form 4 Amendment (the

(1) "Amendment") to correct the number of securities returned to the Company in payment of Reporting Person's tax liability in connections with the vesting of previously issued restricted stock.

(2) These subsequent transactions, originally reported on July 10, 2013 and July 16, 2013, are included herein to provide the correct amount of securities beneficially owned following such transactions taking into account the correction set forth in this Amendment.

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.