H&E Equipment Services, Inc.

Form 4/A July 29, 2013

Check this box

if no longer

subject to

Section 16.

Form 4 or

obligations

Form 5

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

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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

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

1(b).

Common

Stock, par

07/09/2013

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Jones John D Issuer Symbol H&E Equipment Services, Inc. (Check all applicable) [HEES] 3. Date of Earliest Transaction (Last) (First) (Middle) Director 10% Owner X_ Officer (give title Other (specify (Month/Day/Year) below) C/O H&E EQUIPMENT 07/01/2013 V.P., Corporate Services SERVICES, INC., 7500 PECUE LANE (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person 07/03/2013 Form filed by More than One Reporting BATON ROUGE, LA 70809 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 7. Nature of Transaction(A) or Disposed of (D) Indirect Security (Month/Day/Year) Execution Date, if Securities Ownership (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial (Month/Day/Year) (Instr. 8) Owned (D) or Ownership Following Indirect (I) (Instr. 4) Reported (Instr. 4) (A) Transaction(s) (Instr. 3 and 4) (D) Price Code V Amount Common Stock, par $F^{(1)}$ 07/01/2013 224 D 31,336 D value \$0.01 per share Common Stock, par 07/01/2013 $\mathbf{F}^{(1)}$ 216 D 31,120 D value \$0.01 per share

 $S^{(2)}$

8.515

D

\$ 23

22,605

D

value \$0.01 per share

Common

Stock, par 07/15/2013 $S^{(2)}$ 11,554 D \$ 24 D 11,051 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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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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transact Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Relationshins

Reporting Owners

Reporting Owner Name / Address	Kelationships						
•	Director	10% Owner	Officer	Other			
Jones John D C/O H&E EQUIPMENT SERVICES, INC. 7500 PECUE LANE BATON ROUGE, LA 70809			V.P., Corporate Services				

Signatures

/s/ W. Scott Bozzell 07/29/2013 Attorney-in-Fact

**Signature of Reporting Person Date

2 Reporting Owners

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.