

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Jones John D</u>  (Last) (First) (Middle) <u>C/O H&amp;E EQUIPMENT SERVICES, INC.</u> <u>7500 PECUE LANE</u>  (Street) <u>BATON LA 70809</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>H&amp;E Equipment Services, Inc. [ HEES ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>V.P., Corporate Services</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/01/2013</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year) <u>07/03/2013</u>		

**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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.01 per share	07/01/2013		F <sup>(1)</sup>		224	D	\$21.74	31,336	D	
Common Stock, par value \$0.01 per share	07/01/2013		F <sup>(1)</sup>		216	D	\$21.74	31,120	D	
Common Stock, par value \$0.01 per share	07/09/2013		S <sup>(2)</sup>		8,515	D	\$23	22,605	D	
Common Stock, par value \$0.01 per share	07/15/2013		S <sup>(2)</sup>		11,554	D	\$24	11,051	D	

**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. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- The Reporting Person's original Form 4 for this transaction, filed on July 3, 2013, is amended by this Form 4 Amendment (the "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.
- 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.

**Remarks:**

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

\*\* Signature of Reporting Person Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.