| SEC Form 4 |  |
|------------|--|
|------------|--|

## FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

# STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

| MB Number: 3235-0287 | OMB APP    | PROVAL    |
|----------------------|------------|-----------|
|                      | MB Number: | 3235-0287 |

|   | OMB Number: 32           | 235-0287 |
|---|--------------------------|----------|
|   | Estimated average burden |          |
|   | hours per response:      | 0.5      |
| 1 |                          |          |

| 1. Name and Address of Reporting Person <sup>*</sup> <u>BRUCKMANN BRUCE</u>               |  |                | 2. Issuer Name <b>and</b> Ticker or Trading Symbol<br><u>H&amp;E Equipment Services, Inc.</u> [HEES ] | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>X Director 10% Owner  |
|---|--|----------------|---|---|
| (Last) (First) (Middle)<br>C/O H&E EQUIPMENT SERVICES, INC.<br>11100 MEAD ROAD, SUITE 200 |  |                | 3. Date of Earliest Transaction (Month/Day/Year)<br>11/15/2010  | Officer (give title Other (specify below) below)  |
| (Street)<br>BATON<br>ROUGE LA 70816<br>(City) (State) (Zip)                               |  | 70816<br>(Zip) | 4. If Amendment, Date of Original Filed (Month/Day/Year)  | <ul> <li>6. Individual or Joint/Group Filing (Check Applicable Line)</li> <li>X Form filed by One Reporting Person</li> <li>Form filed by More than One Reporting Person</li> </ul> |

### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | itle of Security (Instr. 3)<br>Date<br>(Month/Day/Year)<br>2. Transaction<br>Date<br>(Month/Day/Year)<br>2A. De<br>Execu<br>if any<br>(Month |  | 3.<br>Transaction<br>Code (Instr.<br>8) |   | 4. Securities<br>Disposed Of<br>5) | Acquired<br>(D) (Instr. | (A) or<br>3, 4 and | 5. Amount of<br>Securities<br>Beneficially<br>Owned Following<br>Reported | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership                   |  |
|---------------------------------|--|--|---|---|------------------------------------|-------------------------|--------------------|---|---|---|--|
|                                 |  |  | Code                                    | v | Amount                             | (A) or<br>(D)           | Price              | Transaction(s)<br>(Instr. 3 and 4)  |   | (Instr. 4)  |  |
| Common Stock, par value \$0.01  | 11/15/2010   |  | J <sup>(1)</sup>                        |   | 954,409                            | D                       | \$0.00             | 0   | I   | By BRSE<br>Associates,<br>Inc. <sup>(1)</sup>                         |  |
| Common Stock, par value \$0.01  | 11/15/2010   |  | J <sup>(2)</sup>                        |   | 286,323                            | A                       | \$0.00             | 917,042   | D   |   |  |
| Common Stock, par value \$0.01  |  |  |   |   |                                    |                         |                    | 190,882   | I   | By Bruce<br>C.<br>Bruckmann<br>Family<br>1996<br>Trust <sup>(3)</sup> |  |
| Common Stock, par value \$0.01  |  |  |   |   |                                    |                         |                    | 73,344  | I   | By Bruce<br>C.<br>Bruckmann<br>1999 Gift<br>Trust <sup>(4)</sup>      |  |
| Common Stock, par value \$0.01  |  |  |   |   |                                    |                         |                    | 193,516   | I   | By BRSE<br>LLC <sup>(5)</sup>   |  |
| Common Stock, par value \$0.01  |  |  |   |   |                                    |                         |                    | 5,961   | I   | By BCB<br>Family<br>Partners,<br>L.P. <sup>(6)</sup>                  |  |
| Common Stock, par value \$0.01  |  |  |   |   |                                    |                         |                    | 2,877   | I   | By NAZ<br>Family<br>Partners,<br>L.P. <sup>(7)</sup>                  |  |
| Common Stock, par value \$0.01  |  |  |   |   |                                    |                         |                    | 34,148  | I   | By Nancy<br>A.<br>Zweng <sup>(8)</sup>                                |  |

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code (Instr.<br>8) |  | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3, 4<br>and 5) |      | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and<br>Amount of<br>Securities<br>Underlying<br>Derivative<br>Security (Instr. 3<br>and 4) |                     | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |  |  |
|---|---|--|---|---|--|---|------|--|-----|---|---------------------|---|--|--|--|--|--|--|
|   |   |  |   |   |  |   | Code | v  | (A) | (D)   | Date<br>Exercisable | Expiration<br>Date                                  | Title  | Amount<br>or<br>Number<br>of<br>Shares                                   |  |  |  |  |

#### Explanation of Responses:

1. Pro rata distributions from BRSE Associates, Inc. ("BRS Associates"), of which the Reporting Person is a stockholder and officer. The Reporting Person expressly disclaims beneficial ownership of any shares held by BRS Associates that exceed his pecuniary interest therein.

2. The Reporting Person received these shares in the distribution described in footnote (1) above.

3. 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.

4. 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. 5. The Reporting Person is a member and manager of BRSE LLC and may be deemed to share beneficial ownership of shares held by BRSE LLC. The Reporting Person expressly disclaims beneficial ownership of any shares held by BRSE LLC that exceed his pecuinary interest therein.

6. 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.

7. The Reporting Person may be deemed to share beneficial ownership of shares held by NAZ Family Partners, L.P. by virtue of his holding power of attorney for NAZ Family Partners, L.P. The Reporting Person expressly disclaims beneficial ownership of any shares held by NAZ Family Partners, L.P.

8. 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.

**Remarks:** 

/s/ W. Scott Bozzell Attorney-

in-Fact

11/16/2010

\*\* 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.